



**COUNTY OF LOS ANGELES  
TREASURER AND TAX COLLECTOR**



**MARK J. SALADINO**  
TREASURER AND TAX COLLECTOR

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**February 1, 2007**

**The Honorable Board of Supervisors  
County of Los Angeles  
383 Kenneth Hahn Hall of Administration  
500 West Temple Street  
Los Angeles, CA 90012**

**Dear Supervisors:**

**ISSUANCE AND SALE OF  
LOS ANGELES UNIFIED SCHOOL DISTRICT  
(COUNTY OF LOS ANGELES, CALIFORNIA)  
GENERAL OBLIGATION BONDS ELECTION OF 2005 SERIES E (2007)  
(ALL DISTRICTS- 3 VOTES)**

**IT IS RECOMMENDED THAT YOUR BOARD:**

**Adopt the Resolution authorizing the issuance and sale of general obligation bonds of the Los Angeles Unified School District in an aggregate principal amount of not to exceed \$600,000,000.**

**PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION**

**The Governing Board of the Los Angeles Unified School District (the District) adopted a resolution on January 10, 2007 and determined that the District needs to borrow funds in an aggregate principal amount of not to exceed \$600,000,000 to be used for authorized purposes.**

**On November 8, 2005, an election was held whereby voters residing in the District approved a ballot measure authorizing the District to issue \$3.985 billion in general obligation bonds for various qualifying purposes. The District has previously issued \$394,385,000 of bonds authorized under this ballot measure.**

**Pursuant to Section 15264 of the Education Code, the Board of Supervisors is responsible for offering the District's bonds for sale. Such bonds shall be issued in the name and on behalf of such school district by the Board of Supervisors of the County following receipt of the district resolution requesting such borrowing.**

**Implementation of Strategic Plan Goals**

This action supports the County's Strategic Plan Goal of Service Excellence by providing one-stop service delivery to the District. It supports the Strategic Plan Goal of Organizational Effectiveness through collaborative actions among County departments and other governmental jurisdictions. It supports the Strategic Plan Goal of Fiscal Responsibility by providing investment in and development of public school infrastructure in this County.

**FISCAL IMPACT/FINANCING**

None to the County. All debt will be paid by the District.

**FACTS AND PROVISIONS/LEGAL REQUIREMENTS**

The Resolution provides for issuance of the Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series E (the Bonds) at a true interest cost of not to exceed eight percent (8.0%). The final structure will be determined at the time of pricing to achieve the lowest cost of financing within the limits of the proposition's tax levy. The final maturity of the Bonds will not exceed twenty-five (25) years. Provisions for optional redemption of the Bonds will be described in the Bond Purchase Agreement.

The Resolution provides for the negotiated sale of the Bonds to the underwriter and allows for the participation of the Treasurer and Tax Collector in the pricing of the Bonds. The District has selected Lehman Brothers, Inc. as senior managing underwriter; the firm of Hawkins Delafield & Wood LLP as Bond Counsel; and Wells Fargo Bank National Association as Paying Agent.

The County will annually levy and collect ad valorem taxes for the repayment of the Bonds on behalf of the District.

**IMPACT ON CURRENT SERVICES (OR PROJECTS)**

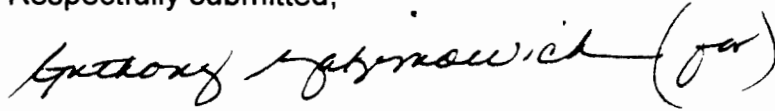
Not Applicable

The Honorable Board of Supervisors  
February 1, 2007  
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**CONCLUSION**

Upon approval of this Resolution, the Department will need two (2) originally executed copies of the adopted Resolution.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Mark J. Saladino", followed by a circled "ja" in parentheses.

MARK J. SALADINO  
Treasurer and Tax Collector

MJS:GB:DB:JW:pab  
pb/board/lausd

**Attachments (2)**

c: Chief Administrative Officer  
Auditor-Controller  
County Counsel  
Los Angeles Unified School District  
Los Angeles County Office of Education  
Hawkins Delafield & Wood  
Wells Fargo Bank National Association

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AUTHORIZING THE ISSUANCE AND SALE OF BONDS ON BEHALF OF THE LOS ANGELES UNIFIED SCHOOL DISTRICT IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$600,000,000 BY ONE OR MORE NEGOTIATED OR COMPETITIVE SALES PURSUANT TO ONE OR MORE BOND PURCHASE AGREEMENTS OR NOTICES OF SALE, AS APPLICABLE; PRESCRIBING THE TERMS OF SALE OF THE BONDS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF THE BOND PURCHASE AGREEMENTS OR NOTICES OF SALE, AS APPLICABLE; AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS RELATING TO THE BONDS

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WHEREAS, an election was duly called and regularly held in the Los Angeles Unified School District, County of Los Angeles, California (the "District"), on November 8, 2005, at which the following proposition ("Measure Y") was submitted to the electors of the District:

"To reduce overcrowding and improve learning, shall the Los Angeles Unified School District: continue repair/upgrade of aging/deteriorating classrooms, restrooms; build up-to-date, energy efficient neighborhood schools; early childhood education centers; upgrade fire/earthquake safety, emergency response equipment; purchase library books; upgrade computer technology; eliminate asbestos, lead paint hazards by issuing \$3.985 billion in bonds, at legal interest rates; with guaranteed annual financial/performance audits, citizens' oversight, no money for administrators' salaries?"

and

WHEREAS, at least 55% of the votes cast on Measure Y were in favor of authorizing the issuance of said bonds (the "Authorization"); and

WHEREAS, the Board of Education of the District has requested this Board of Supervisors (the "Board of Supervisors") of the County of Los Angeles, California (the "County") to issue a portion of the approved bonds pursuant to the Act in one or more series designated the "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series E (2007)" (or such additional or other series designations as may be approved by the Board of Education of the District or its duly authorized designee) in an aggregate principal amount not exceeding \$600,000,000, and to authorize the sale of the bonds by one or more negotiated sales pursuant to one or more Bond Purchase Agreements (each, a "Bond Purchase Agreement") to be entered into with the representative of a group of underwriters (the "Underwriter") selected by the District and named therein, a form of which Bond Purchase Agreement has been submitted to and is on file with the Executive Officer-Clerk of this Board of Supervisors, or by one or more competitive sales pursuant to one or more Notices of Sale, a form of which is on file with the Executive Officer-Clerk of this Board of Supervisors (each, a "Notice of Sale"), all according to the terms and in the manner set forth in a resolution duly adopted by the Board of Education of the District on January 9, 2007, a certified copy of which has been

filed with the Executive Officer-Clerk of this Board of Supervisors (the "District Resolution"); and

WHEREAS, this Board of Supervisors accepts the representation of the District that it is necessary and desirable that the first series of Bonds (defined below) be issued and sold by a negotiated sale for the purposes for which the Bonds have been authorized and on the terms and conditions set forth in the District Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES AS FOLLOWS:

SECTION 1. Recitals. All of the above recitals are true and correct.

SECTION 2. District Resolution Incorporated. The District Resolution is incorporated herein by reference and all of the provisions thereof are made a part hereof and shall be applicable to the bonds herein provided for, except as herein otherwise expressly provided.

SECTION 3. Purpose of Bonds. The proceeds of the Bonds will be applied to the purposes permitted under the Act and Measure Y.

SECTION 4. Authorization and Designation of Bonds. This Board of Supervisors hereby authorizes on behalf of the District, the issuance in one or more series and sale or sales of not to exceed \$600,000,000 aggregate principal amount of bonds of the District and designates the bonds to be issued and sold as the "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series E (2007)" with such additional or other series designations (herein called the "Bonds") as may be approved in accordance with the District Resolution.

SECTION 5. Form of Bonds; Execution.

(a) Book-Entry. The Depository Trust Company, New York, New York ("The Depository Trust Company"), is hereby appointed depository for the Bonds. The Bonds shall be issued in book-entry form only, and shall be initially registered in the name of "Cede & Co." as nominee of The Depository Trust Company, and registered ownership of the Bonds may not thereafter be transferred except as provided in Section 10 hereof. One bond certificate shall be issued for each interest rate for each maturity of the Bonds.

(b) Form of Bonds. The Bonds shall be issued in fully registered form without coupons. The Bonds, and the paying agent's certificate of authentication and registration and the form of assignment to appear on each of them, shall be in substantially the form attached hereto as Exhibit A, with necessary or appropriate variations, omissions and insertions as permitted or required by this County Board of Supervisors Resolution (this "Resolution").

(c) Execution of Bonds. The Bonds shall be signed by the manual or facsimile signatures of the Chair, Chairman or Mayor of this Board of Supervisors (the "Chairman of this Board of Supervisors") and of the Treasurer and Tax Collector of the County or any authorized deputy thereof (the "Treasurer"), and countersigned by the manual or facsimile signature of the Executive Officer-Clerk of this Board of Supervisors or any authorized deputy. The Bonds shall

be authenticated by a manual signature of a duly authorized officer of the Paying Agent (as defined in Section 9(a) hereof).

(d) Valid Authentication. Only such of the Bonds as shall bear thereon a certificate of authentication and registration as described in subsection (b), executed by the Paying Agent, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Paying Agent shall be conclusive evidence that the Bonds so authenticated have been duly authenticated and delivered hereunder and are entitled to the benefits of this Resolution.

(e) Identifying Number. The Paying Agent shall assign each Bond authenticated and registered by it a distinctive letter, or number, or letter and number, and shall maintain a record thereof at its principal corporate trust office, which record shall be available to the District and the County for inspection.

#### SECTION 6. Terms of Bonds.

(a) Date of Bonds. Each Bond shall be dated the date of delivery, or such other date as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as the case may be, relating to such Bonds.

(b) Denominations. The Bonds shall be issued in denominations of \$5,000 principal amount or any integral multiple thereof.

(c) Maturity. The Bonds shall mature on the date, in each of the years, in the principal amounts and in the aggregate principal amount as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as the case may be, relating to such Bonds. No Bond shall mature later than the date which is 25 years from the date of such Bond, to be determined as provided in subsection (a) of this Section.

(d) Interest. As used in this Resolution and in the Bonds, the terms "interest payment date," and "interest date" shall be interchangeable, and shall mean January 1 and July 1 of each year until the final maturity of the Bonds, or such other dates specified in the Bond Purchase Agreement or Notice of Sale, as the case may be, relating to such Bonds.

The Bonds shall bear interest at an interest rate not to exceed 8% per annum, first payable as provided in the Bond Purchase Agreement or Notice of Sale, as the case may be, and thereafter on January 1 and July 1 in each year until the maturity of the Bonds (or on such other initial and other interest payment dates as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as the case may be, relating to such Bonds), computed on the basis of a 360-day year of twelve (12) 30-day months. Each Bond shall bear interest from the interest payment date next preceding the date of authentication thereof, unless it is authenticated as of a day during the period after the Record Date (as defined in Section 7(b) herein) immediately preceding any interest payment date to and including such interest payment date, in which event it shall bear interest from such interest payment date, or unless it is authenticated on or before the Record Date preceding the first interest payment date, in which event it shall bear interest from its date; provided, that if, at the time of authentication of any Bond, interest is in default on any

outstanding Bonds, such Bond shall bear interest from the interest payment date to which interest has previously been paid or made available for payment on the outstanding Bonds.

#### SECTION 7. Payment.

(a) Principal. The principal of the Bonds shall be payable in lawful money of the United States of America to the person whose name appears on the bond registration books of the Paying Agent (as described in Section 9(e) hereof) as the registered owner thereof (the "Owner"), upon the surrender thereof at the principal corporate trust office of the Paying Agent.

(b) Interest; Record Date. The interest on the Bonds shall be payable in lawful money of the United States of America to the Owner thereof as of the close of business on the 15th day of the month preceding an interest payment date (the "Record Date"), whether or not such day is a business day, such interest to be paid by check mailed on such interest payment date (if a business day, or on the next business day if the interest payment date does not fall on a business day) to such Owner at such Owner's address as it appears on the bond registration books described in Section 9(e) or at such address as the Owner may have filed with the Paying Agent for that purpose except that the payment shall be made in immediately available funds (e.g., by wire transfer) to any Owner of at least one million dollars (\$1,000,000) of outstanding Bonds who shall have requested in writing such method of payment of interest prior to the close of business on the Record Date immediately preceding any interest payment date. So long as Cede & Co. or its registered assigns shall be the Owner of the Bonds, payment shall be made in immediately available funds as provided in Section 10(d) hereof.

(c) Payment Fund. Principal and interest due on the Bonds shall be paid from the respective interest and sinking fund of the District for the related series of Bonds as provided in Section 15146 of the Education Code (the "Debt Service Fund"). No part of any fund of the County is pledged or obligated to the payment of the Bonds.

#### SECTION 8. Redemption Provisions.

(a) Optional Redemption. The Bonds of each series shall be subject to redemption, at the option of the District, on the dates and terms as shall be designated in the related Bond Purchase Agreement or Notice of Sale, as the case may be. Any Bond Purchase Agreement or Notice of Sale, as the case may be, may provide that a portion of the Bonds shall not be subject to optional redemption.

If the Bonds of a series shall be subject to optional redemption and less than all of the Bonds of such series are called for such redemption, such Bonds shall be redeemed in inverse order of maturities of such series or as otherwise directed by the District, and if less than all of the Bonds of any given maturity of a series are called for redemption, the portions of such bonds of a given maturity to be redeemed shall be determined by lot.

(b) Mandatory Sinking Fund Redemption. The Bonds, if any, which are designated in a Bond Purchase Agreement or Notice of Sale, as the case may be, as Term Bonds shall also be subject to redemption prior to their stated maturity dates, without a redemption premium, in part by lot, from mandatory sinking fund payments in the amounts and in accordance with the

terms to be specified in such Bond Purchase Agreement or Notice of Sale, as the case may be. The principal amount of each mandatory sinking fund payment of any maturity shall be reduced proportionately by the amount of any Bonds of that maturity optionally redeemed prior to the mandatory sinking fund payment date. A Bond Purchase Agreement or Notice of Sale, as the case may be, may provide that Bonds sold thereunder shall not be subject to mandatory sinking fund redemption.

(c) Notice of Redemption. Notice of redemption of any Bonds shall be given by the Paying Agent upon the written request of the District given at least 60 days prior to the date designated for such redemption. Notice of any redemption of Bonds shall be mailed postage prepaid, not less than thirty (30) nor more than sixty (60) days prior to the redemption date (i) by first class mail to the respective Owners thereof at the addresses appearing on the bond registration books described in Section 9(e), (ii) by secured mail to all organizations registered with the Securities and Exchange Commission as securities depositories, (iii) to at least two information services of national recognition which disseminate redemption information with respect to municipal securities, and (iv) as may be further required in accordance with the Continuing Disclosure Certificate of the District described in Section 16.

Each notice of redemption shall contain all of the following information:

- (i) the date of such notice;
- (ii) the name of the Bonds and the date of issue of the Bonds;
- (iii) the redemption date;
- (iv) the redemption price;
- (v) the maturity dates of the Bonds to be redeemed;
- (vi) (if less than all of the Bonds of any maturity of a series are to be redeemed) the distinctive numbers of the Bonds of each maturity of such series to be redeemed;
- (vii) (in the case of Bonds redeemed in part only) the respective portions of the principal amount of the Bonds of each maturity to be redeemed;
- (viii) the CUSIP number, if any, of each maturity of Bonds to be redeemed;
- (ix) a statement that such Bonds must be surrendered by the Owners at the principal corporate trust office of the Paying Agent, or at such other place or places designated by the Paying Agent; and
- (x) notice that further interest on such Bonds will not accrue after the designated redemption date.

(d) Effect of Notice. A certificate of the Paying Agent or the District that notice of call and redemption has been given to Owners and to the appropriate securities depositories and



information services as herein provided shall be conclusive as against all parties. The actual receipt by the Owner of any Bond or by any securities depository or information service of notice of redemption shall not be a condition precedent to redemption, and failure to receive such notice, or any defect in the notice given, shall not affect the validity of the proceedings for the redemption of such Bonds or the cessation of interest on the date fixed for redemption.

When notice of redemption has been given substantially as provided for herein, and when the redemption price of the Bonds called for redemption is set aside for the purpose as described in subsection (e) of this Section, the Bonds designated for redemption shall become due and payable on the specified redemption date and interest shall cease to accrue thereon as of the redemption date, and upon presentation and surrender of such Bonds at the place specified in the notice of redemption, such Bonds shall be redeemed and paid at the redemption price thereof out of the money provided therefor. The Owners of such Bonds so called for redemption after such redemption date shall look for the payment of such Bonds and the redemption premium thereon, if any, only to the Debt Service Fund or the escrow fund established for such purpose. All Bonds redeemed shall be cancelled forthwith by the Paying Agent and shall not be reissued.

(e) Redemption Fund. Prior to or on the redemption date of any Bonds there shall be available in the Debt Service Fund, or held in trust for such purpose as provided by law, monies for the purpose and sufficient to redeem, at the premiums payable as in this resolution provided, the Bonds designated in any notice of redemption. Such monies so set aside in any such escrow fund shall be applied on or after the redemption date solely for payment of principal of and premium, if any, on the Bonds to be redeemed upon presentation and surrender of such Bonds, provided that all monies in the Debt Service Fund shall be used for the purposes established and permitted by law. Any interest due on or prior to the redemption date shall be paid from the Debt Service Fund, unless otherwise provided for to be paid from such escrow. If, after all of the Bonds have been redeemed and cancelled or paid and cancelled, there are monies remaining in the Debt Service Fund or otherwise held in trust for the payment of redemption price of the Bonds, those monies shall be held in or returned or transferred to the Debt Service Fund for payment of any outstanding bonds of the District payable from that fund; provided, however, that if those monies are part of the proceeds of bonds of the District, the monies shall be transferred to the Debt Service Fund. If no such bonds of the District are at such time outstanding, the monies shall be transferred to the general fund of the District as provided and permitted by law.

(f) Defeasance of Bonds. If at any time the District shall pay or cause to be paid or there shall otherwise be paid to the Owners of any or all outstanding Bonds all of the principal, interest and premium, if any, represented by such Bonds at the times and in the manner provided herein and in the Bonds, or as provided in the following paragraph, or as otherwise provided by law consistent herewith, then such Owners shall cease to be entitled to the obligation of the District as provided in Section 12 hereof, and such obligation and all agreements and covenants of the District and of the County to such Owners hereunder and under the Bonds shall thereupon be satisfied and discharged and shall terminate, except only that the District shall remain liable for payment of all principal, interest and premium, if any, represented by the Bonds, but only out of monies on deposit in the Debt Service Fund or otherwise held in trust for such payment; and provided further, however, that the provisions of subsection (g) hereof shall apply in all events.

All or any portion of the outstanding maturities of the Bonds may be defeased prior to maturity in the following ways:

- (i) by irrevocably depositing with the Paying Agent an amount of cash that, together with amounts then on deposit in the Debt Service Fund, is sufficient to pay all Bonds outstanding and designated for defeasance, including all principal and interest and redemption premium, if any; or
- (ii) by irrevocably depositing with the Paying Agent, noncallable United States Obligations (as defined below) together with cash, if required, in such amount as will, in the opinion of an independent certified public accountant, together with interest to accrue thereon and monies then on deposit in the Debt Service Fund together with the interest to accrue thereon, be fully sufficient to pay and discharge all Bonds outstanding and designated for defeasance (including all principal thereof and interest and prepayment premiums, if any, thereon) at or before their maturity date.

For purposes of this Section, United States Obligations shall mean:

- (i) Direct and general obligations of the United States of America (including state and local government series), or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, including (in the case of direct and general obligations of the United States of America) evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances wherein (a) a bank or trust company acts as custodian and holds the underlying United States obligations; (b) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying United States obligations; and (c) the underlying United States obligations are held in a special account, segregated from the custodian's general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated or assessed "AAA" by Standard & Poor's or "Aaa" by Moody's Investors Service; and
- (ii) Non-callable obligations of government sponsored agencies that are rated "AAA," by Standard & Poor's or "Aaa" by Moody's Investors Service but are not backed by the full faith and credit of the U.S. Government. These include the following: (a) Federal Home Loan Mortgage Corp. Debt Obligations; (b) Farm Credit System Consolidated Systemwide bonds and notes; (c) Federal Home Loan Banks Consolidated debt obligations; (d) Federal National Mortgage Association Debt Obligations; and (e) Resolution Funding Corp. Debt Obligations.

In the event that Bonds are being defeased pursuant to paragraph (ii) of subsection (f) of this Section, the appointment of the independent certified public accountant referred to therein and any escrow agent selected in connection with said defeasance shall both be subject to County approval.

(g) Unclaimed Monies. Any money held in any fund created pursuant to this Resolution, or by the Paying Agent in trust, for the payment of the principal of, redemption premium, if any, or interest on the Bonds and remaining unclaimed for one year after the principal of all of the Bonds has become due and payable (whether by maturity or upon prior redemption) shall be transferred to the Debt Service Fund for payment of any outstanding bonds of the District payable from that fund; or, if no such bonds of the District are at such time outstanding, the monies shall be transferred to the general fund of the District as provided and permitted by law.

#### SECTION 9. Paying Agent and Disbursement Agent.

(a) Defined. As used in this Resolution and in the Bonds, "Paying Agent" shall mean the Treasurer or any bank, trust company, national banking association or other financial institution appointed as authenticating agent, bond registrar, transfer agent and paying agent for the Bonds in the manner provided in this Resolution. The Treasurer is hereby authorized to contract with any third party to perform the services of Paying Agent under this Resolution.

(b) Appointment; Payment of Fees and Expenses. This Board of Supervisors does hereby consent to the appointment by the District of Wells Fargo Bank, National Association, to act as initial authenticating agent, bond registrar, transfer agent and paying agent for the Bonds, and does confirm said appointment for purposes of this Resolution. All fees and expenses of the Paying Agent shall be the sole responsibility of the District, and to the extent not paid from the proceeds of sale of the Bonds, or from the Debt Service Fund, insofar as permitted by law, including specifically by Section 15232 of the Education Code and insofar as money in the Debt Service Fund is sufficient therefor, such fees and expenses shall be paid by the District.

(c) Resignation, Removal and Replacement of Paying Agent. The Paying Agent initially appointed or any successor Paying Agent may resign from service as Paying Agent and may be removed as provided in the Paying Agent's service agreement with the District and the County; provided that any successor shall be appointed with the consent of the County. Without further action by the District, if at any time the Paying Agent shall resign or be removed and no successor appointed by the District, the Treasurer shall appoint a successor Paying Agent, which shall be a bank or trust company doing business in and having a corporate trust office in Los Angeles, California, with at least \$100,000,000 in net assets.

(d) Principal Corporate Trust Office. Unless otherwise specifically noted, and for so long as Wells Fargo Bank, National Association shall serve as Paying Agent hereunder, any reference herein to the "principal corporate trust office" of the Paying Agent shall mean in care of the corporate trust office of Wells Fargo Bank, National Association in Los Angeles, California; provided, however, that in any case "principal corporate trust office" shall mean any other office of the Paying Agent designated for a particular purpose, and shall include the principal corporate trust office or other designated office of any successor paying agent.

(e) Registration Books. The Paying Agent will keep or cause to be kept at its principal corporate trust office sufficient books for the registration and transfer of the Bonds, which shall at all times be open to inspection by the District, and, upon presentation for such purpose, the Paying Agent shall, under such reasonable regulations as it may prescribe, register or transfer or cause to be registered or transferred on the books. Bonds as provided in Section 11 hereof. The Paying Agent shall keep accurate records of all funds administered by it and of all Bonds paid and discharged by it. Such records shall be provided, upon reasonable request, to the County in a format mutually agreeable to the Paying Agent and the County.

(f) Disbursement Agent. For any period of time in which the Treasurer is not acting in the capacity of Paying Agent, the Treasurer shall serve as disbursement agent hereunder and shall transfer monies from the Debt Service Fund to the Paying Agent in order to make payments of principal and interest on the Bonds.

SECTION 10. Transfer Under Book-Entry System; Discontinuation of Book-Entry System.

(a) The Bonds shall be initially issued and registered as provided in Section 5. Registered ownership of such Bonds, or any portion thereof, may not thereafter be transferred except:

(i) To any successor of Cede & Co., as nominee of The Depository Trust Company, or its nominee, or to any substitute depository designated pursuant to clause (ii) of this section (a "substitute depository"); provided, that any successor of Cede & Co., as nominee of The Depository Trust Company or substitute depository, shall be qualified under any applicable laws to provide the services proposed to be provided by it:

(ii) To any substitute depository not objected to by the District or the County, upon (1) the resignation of The Depository Trust Company or its successor (or any substitute depository or its successor) from its functions as depository, or (2) a determination by the County (upon consultation with the District) to substitute another depository for The Depository Trust Company (or its successor) because The Depository Trust Company or its successor (or any substitute depository or its successor) is no longer able to carry out its functions as depository; provided, that any such substitute depository shall be qualified under any applicable laws to provide the services proposed to be provided by it; or

(iii) To any person as provided below, upon (1) the resignation of The Depository Trust Company or its successor (or substitute depository or its successor) from its functions as depository, or (2) a determination by the County (upon consultation with the District) to remove The Depository Trust Company or its successor (or any substitute depository or its successor) from its functions as depository.

(b) In the case of any transfer pursuant to clause (i) or clause (ii) of subsection (a) of this section, upon receipt of the outstanding Bonds by the Paying Agent, together with a written request of the District or County to the Paying Agent, a new Bond for each interest rate for each maturity shall be executed and delivered in the aggregate principal amount of the Bonds then

outstanding, registered in the name of such successor or such substitute depository, or their nominees, as the case may be, all as specified in such written request of the District or County. In the case of any transfer pursuant to clause (iii) of subsection (a) of this section, upon receipt of the outstanding Bonds by the Paying Agent together with a written request of the District or County to the Paying Agent, new Bonds shall be executed and delivered in such denominations, numbered in the manner determined by the Paying Agent, and registered in the names of such persons, as are requested in such written request of the District or County, subject to the limitations of Section 5 and the receipt of such a written request of the District or County, and thereafter, the Bonds shall be transferred pursuant to the provisions set forth in Section 11 of this Resolution; provided, that the Paying Agent shall not be required to deliver such new Bonds within a period of less than sixty (60) days after the receipt of any such written request of the District or County.

(c) The County, the District and the Paying Agent shall be entitled to treat the person in whose name any Bond is registered as the owner thereof, notwithstanding any notice to the contrary received by the County, the District or the Paying Agent; and the County, the District and the Paying Agent shall have no responsibility for transmitting payments to, communicating with, notifying, or otherwise dealing with any beneficial owners of the Bonds, and neither the County, the District or the Paying Agent shall have any responsibility or obligation, legal or otherwise, to the beneficial owners or to any other party, including The Depository Trust Company or its successor (or substitute depository or its successor), except for the Owner of any Bonds.

(d) So long as the outstanding Bonds are registered in the name of Cede & Co. or its registered assigns, the District, the County and the Paying Agent shall cooperate with Cede & Co., as sole Owner, or its registered assigns in effecting payment of the principal of and interest on the Bonds by arranging for payment in such manner that funds for such payments are properly identified and are made immediately available (e.g., by wire transfer) on the date they are due.

#### SECTION 11. Transfer and Exchange.

(a) Transfer. Following the termination or removal of the depository pursuant to Section 10 hereof, any Bond may, in accordance with its terms, be transferred, upon the books required to be kept pursuant to the provisions of Section 9(e) hereof, by the Owner thereof, in person or by the duly authorized attorney of such Owner, upon surrender of such Bond to the Paying Agent for cancellation, accompanied by delivery of a duly executed written instrument of transfer in a form approved by the Paying Agent.

Whenever any Bond or Bonds shall be surrendered for transfer, the designated County officials shall execute and the Paying Agent shall authenticate and deliver, as provided in Section 5, a new Bond or Bonds of the same series, maturity, interest payment mode and interest rate for a like aggregate principal amount. The Paying Agent may require the payment by any Owner of Bonds requesting any such transfer of any tax or other governmental charge required to be paid with respect to such transfer.

No transfer of any Bond shall be required to be made by the Paying Agent during the period from (1) the close of business on the applicable Record Date to and including the

succeeding interest date, or (2) the close of business on the date on which notice is given that such Bond has been selected for redemption in whole or in part, to and including the designated redemption date.

(b) Exchange. The Bonds may be exchanged for Bonds of other authorized denominations of the same series, maturity and interest payment mode, by the Owner thereof, in person or by the duly authorized attorney of such Owner, upon surrender of such Bond to the Paying Agent for cancellation, accompanied by delivery of a duly executed request for exchange in a form approved by the Paying Agent.

Whenever any Bond or Bonds shall be surrendered for exchange, the designated County officials shall execute and the Paying Agent shall authenticate and deliver, as provided in Section 5, a new Bond or Bonds of the same series, maturity, interest payment mode and interest rate for a like aggregate principal amount. The Paying Agent may require the payment by the Owner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange.

No exchange of any Bonds shall be required to be made by the Paying Agent during the period from (1) the close of business on the applicable Record Date to and including the succeeding interest date, or (2) the close of business on the date on which notice is given that such Bond has been selected for redemption in whole or in part, to and including the designated redemption date.

SECTION 12. Obligation of District. The Bonds represent the statutory obligation of the District. The money for the payment of principal, redemption premium, if any, and interest with respect to the Bonds shall be raised by taxation upon all taxable property in the District and provision shall be made for the levy and collection of such taxes in the manner provided by law and for such payment out of the Debt Service Fund, and the Board of Supervisors of the County hereby covenants to levy ad valorem taxes for the payment of the Bonds on all property in the District subject to taxation by the District without limitation as to rate or amount (except certain personal property which is taxable at limited rates).

SECTION 13. Sale of Bonds; Bond Purchase Agreement; Notice of Sale. The Bond Purchase Agreement submitted to and on file with the Executive Officer-Clerk of this Board of Supervisors providing for the negotiated sale by this Board of Supervisors and the purchase by the Underwriter of a series of the Bonds at a purchase price to be set forth therein (which purchase price shall be approved by the Treasurer, this Board of Supervisors hereby expressly delegating to such officer the authority to execute each Bond Purchase Agreement on its behalf) and the Notice of Sale submitted to and on file with the Executive Officer-Clerk of this Board of Supervisors providing for the competitive sale by this Board of Supervisors of a series of the Bonds are hereby approved; provided, that (i) the true interest cost for the Bonds shall not be in excess of 8%; (ii) the maximum interest rate (coupon) on the Bonds shall not be in excess of 8% per annum; (iii) the underwriter's discount shall not exceed 1% of the aggregate principal amount of the Bonds; and (iv) the Bonds shall otherwise conform to the limitations specified herein.

The initial Bond Purchase Agreement and each subsequent Bond Purchase Agreement and the initial Notice of Sale and each subsequent Notice of Sale shall recite the aggregate principal amount of the Bonds sold pursuant to such Bond Purchase Agreement, the date thereof, the maturity dates, principal amounts and annual rates of interest of each maturity thereof, the initial and semiannual interest payment dates thereof, and the terms of optional and mandatory sinking fund redemption thereof.

The Treasurer (or an authorized deputy or delegate of the Treasurer) is hereby authorized and directed to accept the offer of the Underwriter when the offer is satisfactory to the Treasurer, and to execute and deliver the initial Bond Purchase Agreement and each subsequent Bond Purchase Agreement on behalf of the County in substantially the form now on file with this Board of Supervisors, with such changes therein as shall be approved by the authorized officer of the County executing the same, and such execution shall constitute conclusive evidence of the Treasurer's approval and this Board of Supervisors' approval of any change therein to the form of such Bond Purchase Agreement. Further, the Treasurer (or an authorized deputy or delegate of the Treasurer) is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver a Notice of Sale with respect to each such series of Bonds in substantially the form now on file with this Board of Supervisors, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the delivery thereof.

#### SECTION 14. Deposit and Investment of Proceeds.

(a) The proceeds of sale of the Bonds, exclusive of any premium and accrued interest received, shall be deposited in the County treasury and credited to the building fund of the District attributable to Measure Y (the "Building Fund"). The District shall have sole responsibility that such proceeds be used for the purpose for which the Bonds are being issued. Any premium and accrued interest received shall be deposited upon receipt by the District in the Debt Service Fund within the County treasury.

(b) All funds held hereunder shall be invested by the Treasurer pursuant to Section 53601 of the Government Code of the State ("Section 53601"). The District may, to the extent permitted by law, deliver a written request to the Treasurer such that, all or any portion of the Building Fund of the District may be invested in:

- (i) the Local Agency Investment Fund in the treasury of the State;
- (ii) investment agreements, including guaranteed investment contracts, which comply with the requirements of each rating agency then rating the Bonds necessary in order to maintain the then-current rating on the Bonds; or
- (iii) any other investment authorized pursuant to Section 53601.

Any excess proceeds of the Bonds not needed for the authorized purposes set forth herein for which the Bonds are being issued shall be transferred to the Debt Service Fund and applied to the payment of principal of and interest on the Bonds.



SECTION 15. Tax Covenant. The County acknowledges and relies upon the fact that the District has represented and covenanted that it shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Bonds under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and that it will comply with the requirements of the initial Tax Certificate and each subsequent Tax Certificate of the District with respect to the Bonds, to be entered into by the District as of the respective dates of issuance of the Bonds, and further that such representation and covenant shall survive payment in full or defeasance of the Bonds.

SECTION 16. Continuing Disclosure Certificate. The County acknowledges and relies upon the fact that the District has represented that it shall execute a Continuing Disclosure Certificate containing the initial covenants of the District as shall be necessary to comply with the requirements of Securities and Exchange Commission Rule 15c2-12, and that the District has covenanted that it will comply with and carry out all of the provisions of the initial Continuing Disclosure Certificate and each subsequent Continuing Disclosure Certificate. The District shall function as or cause the appointment of a dissemination agent, who shall perform all duties and obligations of the Dissemination Agent as set forth in the respective Continuing Disclosure Certificate, and the County shall have no responsibilities either for compliance with any Continuing Disclosure Certificate or for the duties of the Dissemination Agent.

SECTION 17. Limited Responsibility for Official Statement. Neither the Board of Supervisors nor any officer of the County has prepared or reviewed the official statement of the District describing the initial issuance of Bonds and any subsequent series of Bonds (each, an "Official Statement"), and this Board of Supervisors and the various officers of the County take no responsibility for the contents or distribution thereof; provided, however, that solely with respect to a section contained or to be contained therein describing the County's investment policy, current portfolio holdings, and valuation procedures, as they may relate to funds of the District, the Treasurer is hereby authorized and directed to prepare and review such information for inclusion in each of the District's Official Statements and in each preliminary Official Statement, and to certify to the District prior to or upon the issuance of each series of the Bonds that the information contained in such section does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made therein, in the light of the circumstances under which they are made, not misleading.

SECTION 18. Approval of Actions. The Chairman of this Board of Supervisors, the Executive Officer-Clerk of this Board of Supervisors, the County Auditor-Controller, the County Counsel, and the Treasurer and the deputies and designees of any of them, are hereby authorized and directed to execute and deliver any and all certificates, representations and agreements, as may be acceptable to County Counsel, including signature certificates, no-litigation certificates, and other certificates proposed to be distributed in connection with each sale of Bonds, necessary and desirable to accomplish the transactions authorized herein.

SECTION 19. Effective Date. This resolution shall take effect from and after its adoption.




The foregoing resolution was on the \_\_\_ day of \_\_\_, 2007, adopted by the Board of Supervisors of the County of Los Angeles and ex officio the governing body of all other special assessment and taxing districts, agencies and authorities for which the Board so acts.

SACHI A. HAMAI, Executive Officer-Clerk of the  
Board of Supervisors of the County of Los Angeles.

By: \_\_\_\_\_  
Deputy

APPROVED AS TO FORM:  
RAYMOND G. FORTNER, JR.  
County Counsel

By:  \_\_\_\_\_  
Principal Deputy County Counsel

**EXHIBIT A**

**[Form of Bond]**

Number \_\_\_\_\_ UNITED STATES OF AMERICA Amount  
R- \_\_\_\_\_ STATE OF CALIFORNIA \$ \_\_\_\_\_  
COUNTY OF LOS ANGELES

**[LOS ANGELES UNIFIED SCHOOL DISTRICT GENERAL OBLIGATION BONDS  
ELECTION OF 2005, SERIES \_ (200 \_)]**

Maturity Date Interest Rate Dated as of CUSIP NO.  
\_\_\_\_\_ 1, \_\_\_\_\_ % \_\_\_\_\_

Registered Owner: CEDE & CO.

Principal Sum: \_\_\_\_\_ DOLLARS

Los Angeles Unified School District, County of Los Angeles, State of California (herein called the "District"), acknowledges itself indebted to and promises to pay to the registered owner identified above or registered assigns, on the maturity date set forth above or upon prior redemption hereof, the principal sum specified above in lawful money of the United States of America, and to pay interest thereon in like lawful money from the interest payment date next preceding the date of authentication of this bond (unless this bond is authenticated as of a date during the period from the Record Date (as defined herein) next preceding any interest payment date to such interest payment date, inclusive, in which event it shall bear interest from such interest payment date, or unless this bond is authenticated on or before \_\_\_\_\_ 15, \_\_\_\_\_, in which event it shall bear interest from the date hereof) at the interest rate per annum stated above, payable commencing on \_\_\_\_\_ 1, \_\_\_\_\_, and thereafter on \_\_\_\_\_ 1 and \_\_\_\_\_ 1 in each year, until payment of the principal sum hereof.

The principal hereof is payable to the registered owner hereof upon the surrender hereof at the principal corporate trust office (as defined in the Resolution) of Wells Fargo Bank, National Association (herein called the "Paying Agent"), the paying agent/registrar and transfer agent of the District. The interest hereon is payable to the person whose name appears on the bond registration books of the Paying Agent as the registered owner hereof as of the close of business on the 15th day of the month preceding an interest payment date (the "Record Date"), whether or not such day is a business day, such interest to be paid by check mailed to such registered owner at the owner's address as it appears on such registration books, or at such other address filed with the Paying Agent for that purpose. Upon written request, given no later than the Record Date immediately preceding an interest payment date, of the owner of Bonds (hereinafter defined) aggregating at least \$1,000,000 in principal amount, interest will be paid in immediately available funds (e.g., by wire transfer) to an account maintained in the United States as specified by the owner in such request. So long as Cede & Co. or its registered assigns shall be the registered owner of this bond, payment shall be made in immediately available funds as provided in the Resolution hereinafter described.

This bond is one of a duly authorized issue of bonds of like tenor (except for such variations, if any, as may be required to designate varying series, numbers, denominations, interest rates, interest payment modes, maturities and redemption provisions), amounting in the aggregate to \$\_\_\_\_\_, and designated as the "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series \_\_ (200\_)" (the "Bonds"). The Bonds were authorized by a vote of at least 55% of the voters voting at an election duly and legally called, held and conducted in the District on November 8, 2005. The Bonds are issued and sold by the Board of Supervisors of the County of Los Angeles, State of California, pursuant to and in strict conformity with the provisions of the Constitution and laws of the State, and of a resolution (herein called the "Resolution") adopted by the Board of Supervisors on \_\_\_\_\_, 2007, and subject to the more particular terms specified in the Bond Purchase Agreement, dated as of \_\_\_\_\_, by and among the District, the County and the representative of the underwriters of the Bonds or the Notice of Sale, dated as of \_\_\_\_\_.

The Bonds are issuable as fully registered bonds without coupons in the denomination of \$5,000 principal amount or any integral multiple thereof, provided that no Bond shall have principal maturing on more than one principal maturity date. Subject to the limitations and conditions and upon payment of the charges, if any, as provided in the Resolution, Bonds may be exchanged for a like aggregate principal amount of Bonds of the same series, interest payment mode, and maturity of other authorized denominations.

This bond is transferable by the registered owner hereof, in person or by attorney duly authorized in writing, at the principal corporate trust office of the Paying Agent, but only in the manner, subject to the limitations and upon payment of the charges provided in the Resolution, and upon surrender and cancellation of this bond. Upon such transfer, a new Bond or Bonds of authorized denomination or denominations of the same series, maturity, interest payment mode, and interest rate for a like aggregate principal amount will be issued to the transferee in exchange therefor.

The County, the District and the Paying Agent may treat the registered owner hereof as the absolute owner hereof for all purposes, and the County, the District and the Paying Agent shall not be affected by any notice to the contrary.

Bonds maturing on or before \_\_\_\_\_ 1, \_\_\_\_\_, shall not be subject to redemption prior to their respective stated maturity dates. The Bonds maturing on or after \_\_\_\_\_ 1, \_\_\_\_\_, shall be subject to redemption prior to their respective stated maturity dates, at the option of the District, from any source of available funds, as a whole or in part on any date on or after \_\_\_\_\_ 1, \_\_\_\_\_. If less than all of the Bonds are called for redemption, such bonds shall be redeemed in inverse order of maturities or as otherwise directed by the District, and if less than all of the Bonds of any given maturity are called for redemption, the portions of such bonds of a given maturity to be redeemed shall be determined by lot.

Bonds redeemed at the option of the District shall be redeemed at the following prices (expressed as a percentage of the principal amount of the Bonds called for redemption), together with interest accrued thereon to the date of redemption:

<u>Redemption Date</u>	<u>Optional Redemption Price</u>
____ 1, ____ through ____, ____	%
____ 1, ____ through ____, ____	%
____ 1, ____ and thereafter	%

Bonds maturing on \_\_\_\_ 1, \_\_\_\_, are subject to redemption prior to maturity in part, by lot, at the principal amount thereof plus accrued interest to the date of redemption, without premium, from mandatory sinking fund payments on \_\_\_\_ 1 of each year in the amounts and at the times indicated below, and subject to the terms and conditions set forth in the Resolution.

\$ \_\_\_\_\_ TERM BOND MATURING ON \_\_\_\_\_ 1, \_\_\_\_

Mandatory Sinking Fund  
Payment Date  
( \_\_\_\_ 1 )

Mandatory Sinking Fund Payment

\*

\*Maturity

Notice of redemption shall be given by mail not less than thirty (30) nor more than sixty (60) days prior to the redemption date to the registered owner hereof, but neither failure to receive such notice or any defect in the notice mailed shall affect the sufficiency of the proceedings for redemption or the cessation of interest on the date fixed for redemption. If this bond is called for redemption and payment is duly provided therefor, interest shall cease to accrue hereon from and after the date fixed for redemption.

All acts, conditions and things required by law to be done or performed precedent to and in the issuance of this bond have been done and performed in strict conformity with the laws authorizing the issuance of this bond. This bond is in substantially the form prescribed by order of the Board of Supervisors duly made and entered on its minutes. The Bonds represent an obligation of the District payable out of the Debt Service Fund (as defined in the Resolution), and the money for the payment of principal of, premium, if any, and interest hereon, shall be raised by taxation upon the taxable property of the District.

This bond shall not be entitled to any benefit under the Resolution, or become valid or obligatory for any purpose, until the certificate of authentication and registration hereon endorsed shall have been signed by the Paying Agent.

IN WITNESS WHEREOF the County of Los Angeles has caused this bond to be executed on behalf of the District and in their official capacities by manual or facsimile signatures of the Chairman of the Board of Supervisors of the County and the Treasurer and Tax Collector of the County, and to be countersigned by the manual or facsimile signature of the

Executive Officer-Clerk of the Board of Supervisors of the County, all as of the date set forth above.

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Chairman of the Board of Supervisors

[SEAL]

---

Treasurer and Tax Collector

Countersigned:

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Executive Officer-Clerk of the Board of Supervisors

PAYING AGENT'S CERTIFICATE OF AUTHENTICATION  
AND REGISTRATION

This is one of the Bonds described in the within-mentioned Resolution and authenticated and registered on \_\_\_\_\_, 200\_.

\_\_\_\_\_, Los Angeles, California.  
as Paying Agent/Registrar and Transfer Agent

By \_\_\_\_\_  
Authorized Officer

\_\_\_\_\_  
DTC LEGEND

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to Issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

### ASSIGNMENT

For value received the undersigned do(es) hereby sell, assign and transfer unto \_\_\_\_\_ the within-mentioned Registered Bond and hereby irrevocably constitute(s) and appoint(s) \_\_\_\_\_ attorney, to transfer the same on the books of the Paying Agent/Registrar and Transfer Agent with full power of substitution in the premises.

\_\_\_\_\_  
I.D. Number

\_\_\_\_\_  
NOTE: The signature(s) on this Assignment must correspond with the name(s) as written on the face of the within Registered Bond in every particular, without alteration or enlargement or any change whatsoever.

Dated: \_\_\_\_\_

Signature Guarantee: \_\_\_\_\_

Notice: Signature must be guaranteed by an eligible guarantor institution.

LOS ANGELES UNIFIED SCHOOL DISTRICT  
(County of Los Angeles, California)

\$ \_\_\_\_\_  
General Obligation Bonds  
Election of 2005, Series E (2007)

BOND PURCHASE AGREEMENT

\_\_\_\_\_, 2007

County of Los Angeles  
437 Kenneth Hahn Hall of Administration  
Treasurer and Tax Collector  
500 West Temple Street  
Los Angeles, California 90012

Los Angeles Unified School District  
c/o Office of the Chief Financial Officer  
333 S. Beaudry Avenue, 26th Floor  
Los Angeles, California 90017

Ladies and Gentlemen:

The undersigned, Lehman Brothers Inc., as representative (the "**Representative**") of the several Underwriters identified on the signature page hereof (collectively, the "**Underwriters**"), hereby offers to enter into this Bond Purchase Agreement (the "**Purchase Agreement**") with the County of Los Angeles, California (the "**County**") and the Los Angeles Unified School District (the "**District**"), which, upon your acceptance hereof, will be binding upon the County, the District and the Underwriters. By execution of this Purchase Agreement, the County acknowledges the terms hereof and recognizes that it will be bound by certain of the provisions hereof, and to the extent binding on the County, acknowledges and agrees to such terms. This offer is made subject to the written acceptance of this Purchase Agreement by the County and the District and delivery of such acceptance to us at or prior to 11:59 PM, California Time, on the date hereof.

1. **Purchase and Sale of the Bonds.** Upon the terms and conditions and in reliance upon the representations, warranties and agreements set forth herein, the Underwriters hereby agree to purchase from the County for reoffering to the public, and the County hereby agrees to sell in the name and on behalf of the District to the Underwriters for such purpose, all (but not less than all) of the District's General Obligation Bonds, , Election of 2005, Series E (2007) in the aggregate principal amount of \$\_\_\_\_\_ (the "**Measure Y Series E Bonds**," or the "**Bonds**"). The Bonds shall bear interest at the rates and shall mature in the years as set forth in Exhibit A hereto.



The Underwriters shall purchase the Bonds at a price of \$\_\_\_\_\_ (which represents the aggregate principal amount of the Bonds, plus a net original issue premium of \$\_\_\_\_\_ and less Underwriters' discount in the amount of \$\_\_\_\_\_). From the purchase price, the Underwriters agree to wire [(i) the municipal bond insurance premium in the amount of \$\_\_\_\_\_ to the Insurer (defined below) on the Closing date; and (ii)] \$\_\_\_\_\_ in immediately available funds to Wells Fargo Bank, as cost administrator for the Bonds (the "**Cost Administrator**"), to apply such amount to pay the costs of issuance of the Bonds. Any authority, discretion, or other power conferred upon the Underwriters by this Purchase Agreement may be exercised by the Representative alone.

2. **The Bonds.** The Bonds shall be dated their date of delivery and shall bear interest and mature on the dates and be subject to redemption prior to their maturity all as set forth in Exhibit A hereto. The Measure Y Series E Bonds shall otherwise be as described in, and shall be issued and secured pursuant to the provisions of the Act, a Resolution of the Board of Education adopted on January 9, 2007 (the "**Measure Y District Resolution,**" or the "**District Resolutions**") and a Resolution of the Board of Supervisors adopted on \_\_\_\_\_, 2007 (the "**Measure Y County Resolution,**" or the "**County Resolution**") authorizing the issuance of not to exceed \$600,000,000 of general obligation bonds on behalf of the District. The District Resolution and the County Resolution shall collectively be referred to herein as the "**Resolutions.**"

The Representative shall deliver to Hawkins, Delafield & Wood LLP, Bond Counsel, on behalf of the County at or prior to 11:00 a.m., California Time, on [February \_\_\_\_], 2007 a check payable to the order of the County in the amount of at least \_\_\_\_\_ Dollars (\$\_\_\_\_\_) as a good-faith deposit for the performance by the Underwriters of their obligations to accept and pay for the Bonds at the Closing (as defined herein) in accordance with the provisions of this Purchase Agreement. Such check shall not be cashed by the County pending the Closing except as provided below. At the Closing, the good-faith check will be returned to the Representative for cancellation. In the event the County and the District do not accept this offer, such check shall be returned to the Representative immediately. In the event of the District's inability to deliver the Bonds at the Closing, or if the District or the County is unable to satisfy the conditions to the Underwriters' obligations contained herein (unless such conditions are waived by the Underwriters), or if the Underwriters' obligations shall be terminated for any reason permitted hereby, such check or the amount thereof, without interest, shall be returned to the Representative immediately and such return shall constitute a full release and discharge of all claims by the Underwriters against the County and the District arising out of the transactions contemplated by this Purchase Agreement. In the event that the Underwriters fail (other than for a reason permitted hereby) to accept and pay for the Bonds at the Closing as herein provided, the proceeds of such check in the above amount shall be retained and applied by the County and the District in full and complete liquidated damages (and not as a penalty) for such failure and as a discharge of all damages suffered on the part of the County and the District as a result of such failure.

The Bonds shall be executed and delivered under and in accordance with the provisions of this Purchase Agreement and the Resolutions. The Bonds shall be in definitive form, shall bear CUSIP numbers and, shall be in fully registered form, registered in the name of Cede & Co., as nominee of the Depository Trust Company, New York, New York ("**DTC**"). [The

payment of principal of and interest on the \_\_\_\_\_ Bonds *[describe any insured bonds]* (the “**Insured Bonds**”) will be secured by a municipal bond insurance policy (the “**Insurance Policy**”) to be issued simultaneously with the issuance of the Bonds by [INSURER] (the “**Insurer**”).]

3. **Use of Documents.** The District and the County hereby authorize the Underwriters to use, in connection with the offer and sale of the Bonds, the Resolutions, this Purchase Agreement, a Preliminary Official Statement and an Official Statement (both as defined herein) and all information contained herein and therein and all of the documents, certificates or statements furnished by the District or the County to the Underwriters in connection with the transactions contemplated by this Purchase Agreement.

4. **Public Offering of the Bonds.** The Underwriters agree to make a bona fide public offering of all the Bonds at the initial public offering prices or yields as set forth in Exhibit A hereto. Subsequent to such initial public offering, the Underwriters reserve the right to change such initial public offering prices or yields as they deem necessary in connection with the marketing of the Bonds.

5. **Review of Official Statement.** The Underwriters hereby represent that they have received and reviewed the official statement in preliminary form with respect to the Bonds, dated [January 31], 2007 (the “**Preliminary Official Statement**”). The District represents that it has deemed the Preliminary Official Statement to be final as of its date, except for either revisions or additions to the initial public offering prices, interest rates, yields to maturity, selling compensation, aggregate principal amount, principal amount per maturity, delivery date, ratings, credit enhancement and other terms of the Bonds which depend upon the foregoing as provided in and pursuant to Rule 15c2-12 of the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended (“**Rule 15c2-12**”).

The Underwriters agree that prior to the time the final official statement (the “**Official Statement**”) relating to the Bonds is available, the Underwriters will send to any potential purchaser of the Bonds, upon the request of such potential purchaser, a copy of the most recent Preliminary Official Statement. Such Preliminary Official Statement shall be sent by first class mail (or other equally prompt means) or electronic copy posted on an accessible website not later than the next business day following the date upon which each such request is received.

The Underwriters agree to file the Official Statement with the Municipal Securities Rule-making Board as required pursuant to the rules thereof and Rule 15c2-12.

References herein to the Preliminary Official Statement and the Official Statement include the cover page through all appendices, exhibits, maps, reports and statements included therein or attached thereto.

6. **Closing.** At 8:00 a.m., California Time, on [February \_\_\_\_], 2007, or at such other time or on such other date as shall have been mutually agreed upon by the parties hereto (the “**Closing**”), the District will direct the Wells Fargo Bank, as paying agent (the “**Paying Agent**”), to deliver to the Underwriters, at the offices of DTC in New York, New York, or at such other place as the District and the Underwriters may mutually agree upon, the Bonds in fully registered

book-entry form, duly executed, together with the other documents hereinafter mentioned. Upon fulfillment of all conditions to Closing herein, the Underwriters will accept such delivery and pay the purchase price thereof in immediately available funds (by check, wire transfer or such other manner of payment as the Underwriters and the County Treasurer and Tax Collector (the "Treasurer") shall reasonably agree upon) to the order of the County.

7. **Representations, Warranties and Agreements of the District.** The District hereby represents, warrants and agrees with the Underwriters that:

A. The District is a unified school district validly existing under the laws of the State of California, with the power to issue the Bonds pursuant to the Act.

B. (i) At or prior to the Closing, the District will have taken all action required to be taken by it to authorize the issuance and delivery of the Bonds; (ii) the District has full legal right, power and authority to enter into this Purchase Agreement, to adopt the District Resolutions, to issue and to deliver the Bonds, to perform its obligations under each such document or instrument, and to carry out and effectuate the transactions contemplated by this Purchase Agreement and the District Resolutions; (iii) the execution and delivery or adoption of, and the performance by the District of the obligations contained in the Bonds, the District Resolution and this Purchase Agreement have been duly authorized and such authorization shall be in full force and effect at the time of the Closing; (iv) this Purchase Agreement constitutes a valid and legally binding obligation of the District, enforceable against the District in accordance with its terms; and (v) the District has duly authorized the consummation by it of all transactions contemplated by this Purchase Agreement.

C. No consent, approval, authorization, order, filing, registration, qualification, election or referendum, of or by any court or governmental agency or public body whatsoever is required in connection with the issuance, delivery or sale of the Bonds or the consummation of the other transactions effected or contemplated herein or hereby, except for such actions as may be necessary to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and jurisdictions of the United States as the Underwriters may reasonably request, or which have not been taken or obtained; *provided, however*, that the District shall not be required to subject itself to service of process in any jurisdiction in which it is not so subject as of the date hereof.

D. The issuance of the Bonds, the execution, delivery and performance of this Purchase Agreement, the District Resolutions and the Bonds, and the compliance with the provisions hereof and thereof do not conflict with or constitute on the part of the District a violation of, or material default under, the Constitution of the State of California or any existing law, charter, ordinance, regulation, decree, order or resolution and do not conflict with or result in a violation or breach of, or constitute a material default under, any agreement, indenture, mortgage, lease or other instrument to which the District is a party or by which it is bound or to which it is subject.

E. As of the time of acceptance hereof, no action, suit, proceeding, hearing or investigation is pending (in which service of process has been completed against the District) or, to the best knowledge of the District, threatened against the District: (i) in any way affecting the existence of the District or in any way challenging the respective powers of the several offices of the titles of the officials of the District to such offices; or (ii) seeking to restrain or enjoin the sale, issuance or delivery of any of the Bonds, the application of the proceeds of the sale of the Bonds, or the levy of any taxes contemplated by the District Resolutions, or in any way contesting or affecting the validity or enforceability of the Bonds, this Purchase Agreement or the District Resolutions or contesting the powers of the District or its authority with respect to the Bonds, the District Resolutions or this Purchase Agreement; or (iii) in which a final adverse decision could (a) materially adversely affect the operations of the District or the consummation of the transactions contemplated by this Purchase Agreement or the District Resolutions, (b) declare this Purchase Agreement to be invalid or unenforceable in whole or in material part, or (c) adversely affect the exclusion of the interest paid on the Bonds, from gross income for federal income tax purposes and the exemption of such interest from California personal income taxation.

F. Between the date hereof and the Closing, without the prior written consent of the Underwriters, the District will not have issued in the name of the District any bonds, notes or other obligations for borrowed money except for such borrowing as may be described in or contemplated by the Official Statement.

G. The District has not been notified of any listing or proposed listing by the Internal Revenue Service to the effect that the District is a bond issuer whose arbitrage certificates may not be relied upon.

H. To assist the Underwriters in complying with Rule 15c2-12, the District will undertake, pursuant to the Resolutions and the Continuing Disclosure Certificate (as defined herein), to provide annual reports and notices of certain events. Except as disclosed in the Preliminary Official Statement, the District has never failed to comply with any prior disclosure undertakings pursuant to Rule 15c2-12.

I. Any certificates signed by any officer of the District and delivered to the Underwriters shall be deemed a representation and warranty by the District to the Underwriters, but not by the person signing the same in such person's individual capacity, as to the statements made therein.

J. Preparation and distribution of the Official Statement pertaining to the Bonds have been duly authorized by the District, and the information contained therein (excluding the statements and information in Appendix C – "BOOK-ENTRY ONLY SYSTEM" [, any information relating to the Insurer or the Insurance Policy] [and any information provided by the Underwriters for inclusion in the Official Statement]) is true and correct in all material respects and such information does not contain any untrue or misleading statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

K. The District agrees that if at any time before the Closing any event occurs as a result of which the Official Statement as then in effect would include any untrue statement of a material fact or omit to state any fact necessary to make the statements made therein not misleading in any material respect, the District shall promptly prepare or cause to be prepared and furnish (at the expense of the District) an amendment or supplement that will correct such statement or omission. The District will advise the Underwriters promptly of any proposal to so amend or supplement the Official Statement and will effect such amendment or supplement in a form and manner approved by the Underwriters.

L. The audited financial statements of the District for the fiscal year ended June 30, 2006 (selected information from which is included as Appendix B to the Official Statement) were prepared in accordance with generally accepted accounting principles consistently applied and fairly present the financial position and results of operation of the District for the period and at the date set forth therein, and there has been no material adverse change in the business, affairs, financial position, results of operations or condition, financial or otherwise, of the District since the date of such financial statements, except as otherwise disclosed in the Official Statement.

8. **Representations, Warranties and Agreements of the County.** The County hereby represents, warrants and agrees with the Underwriters that:

A. The County has the power under the laws of the State of California to issue the Bonds pursuant to the Act.

B. (i) At or prior to the Closing, the County will have taken all action required to be taken by it to authorize the issuance and delivery of the Bonds; (ii) the County has full legal right, power and authority to enter into this Purchase Agreement, to adopt the County Resolutions, to issue and deliver the Bonds to the Underwriters on behalf of the District and to perform its obligations under each such document or instrument, and to carry out and effectuate the transactions contemplated by this Purchase Agreement and the County Resolutions; (iii) the execution and delivery or adoption of, and the performance by the County of its obligations contained in the Bonds, the County Resolutions and this Purchase Agreement have been duly authorized and such authorization shall be in full force and effect at the time of the Closing; (iv) this Purchase Agreement constitutes a valid and legally binding obligation of the County, enforceable against the County in accordance with its terms; and (v) the County has duly authorized the consummation by it of all transactions contemplated by this Purchase Agreement.

C. No consent, approval, authorization, order, filing, registration, qualification, election or referendum, of or by any court or governmental agency or public body whatsoever is required in connection with the issuance, delivery or sale of the Bonds or the consummation of the other transactions effected or contemplated herein or hereby, except for such actions as may be necessary to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations of such states and jurisdictions of the United States as the Underwriters may reasonably request, or which have not been taken or obtained; *provided, however*, that the County shall not be required

to subject itself to service of process in any jurisdiction in which it is not so subject as of the date hereof.

D. The issuance of the Bonds, the execution, delivery and performance of this Purchase Agreement, the County Resolutions and the Bonds, and the compliance with the provisions hereof do not conflict with or constitute on the part of the County a violation of, or material default under, the Constitution of the State of California or any existing law, charter, ordinance, regulation, decree, order or resolution and do not conflict with or result in a violation or breach of, or constitute a material default under, any agreement, indenture, mortgage, lease or other instrument to which the County is a party or by which it is bound or to which it is subject.

E. As of the time of acceptance hereof, no action, suit, proceeding, hearing or investigation is pending (in which service of process has been completed against the County) or, to the best knowledge of the County, threatened against the County: (i) in any way affecting the existence of the County or in any way challenging the respective powers of the several offices of the titles of the officials of the County to such offices; or (ii) seeking to restrain or enjoin the sale, issuance or delivery of any of the Bonds, the application of the proceeds of the sale of the Bonds, tax levy or the pledge thereof, or in any way contesting or affecting the validity or enforceability of the Bonds, this Purchase Agreement or the County Resolutions or contesting the powers of the County or its authority with respect to the Bonds, the County Resolutions or this Purchase Agreement; or (iii) in which a final adverse decision could (a) materially adversely affect the operations of the County or the consummation of the transactions contemplated by this Purchase Agreement or the County Resolutions, (b) declare this Purchase Agreement to be invalid or unenforceable in whole or in material part, or (c) adversely affect the exclusion of the interest paid on the Bonds from gross income for federal income tax purposes and the exemption of such interest from California personal income taxation.

F. Between the date hereof and the Closing, without the prior written consent of the Underwriters, the County will not have issued in the name and on behalf of the District any bonds, notes or other obligations for borrowed money except for such borrowing as may be described in or contemplated by the Official Statement.

G. Any certificates signed by any officer of the County and delivered to the Underwriters shall be deemed a representation and warranty by the County to the Underwriters, but not by the person signing the same in such person's individual capacity, as to the statements made therein.

9. **Covenants of the County and the District.** The County and the District respectively covenant and agree with the Underwriters that:

A. The County and the District will furnish such information, execute such instruments, and take such other action in cooperation with the Underwriters if and as the Underwriters may reasonably request in order to qualify the Bonds for offer and sale under the Blue Sky or other securities laws and regulations or such states and jurisdictions, *provided, however*, that the District and the County shall not be required to consent to service of process in any jurisdiction in which they are not so subject as of the date hereof;

B. The District hereby agrees to deliver or cause to be delivered (and the County agrees to cooperate with the District in connection with such delivery) to the Underwriters, not later than the seventh (7th) business day following the date this Purchase Agreement is signed, printed copies of an Official Statement substantially in the form of the Preliminary Official Statement, with only such changes therein as shall have been accepted by the Underwriters, the County and the District in such quantities as may be requested by the Underwriters in order to permit the Underwriters to comply with paragraph (b)(4) of Rule 15c2-12 and with the rules of the Municipal Securities Rulemaking Board. The District and the County hereby authorize the Underwriters to use and distribute the Official Statement in connection with the offering and sale of the Bonds;

C. The District hereby agrees to notify the Underwriters of any event or occurrence that may affect the accuracy or completeness of any information set forth in the Official Statement relating to the District until the date which is twenty-five (25) days following the closing.

D. If at any time prior to the expiration of 25 days following the end of the "underwriting period" (as defined in Rule 15c2-12), any event known to the District or the County relating to or affecting the District, the County or the Bonds occurs which might cause the Official Statement to contain any untrue statement of a material fact or to omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which such statements were made, not misleading, the District or the County will promptly notify the Underwriters in writing of the circumstances and details of such event. If, as a result of such event or any other event, it is necessary, in the reasonable opinion of Sidley Austin LLP, Disclosure Counsel to the District ("**Disclosure Counsel**"), or the Underwriters, to amend or supplement the Official Statement in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, and either shall have so advised the District, the District and the County will forthwith cooperate with the Underwriters in the prompt preparation and furnishing to the Underwriters, at the expense of the District, of a reasonable number of copies of an amendment of or a supplement to the Official Statement, in form and substance satisfactory to the Underwriters, which will so amend or supplement the Official Statement so that, as amended or supplemented, it will not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not



misleading. The District and the County will presume that unless otherwise notified in writing by the Underwriters, the end of the underwriting period will occur on the date of delivery of the Bonds.

E. To assist the Underwriters in complying with Rule 15c2-12 and for the benefit of the holders and beneficial owners of the Bonds, the District [and the County] will undertake to provide annual reports and notices of certain events, if material, pursuant to a continuing disclosure certificate dated the date of Closing (the "**Continuing Disclosure Certificate**").

10. **Representations, Warranties and Agreements of the Underwriters.** The Underwriters represent to and agree with the District and the County that, as of the date hereof and as of the date of Closing:

A. The Underwriters are duly authorized to execute this Purchase Agreement and to take any action under this Purchase Agreement required to be taken by the Underwriters.

B. The Underwriters have, and have had, no financial advisory relationship (as such term is defined in California Government Code Section 53590) with the District or the County with respect to the Bonds, and no investment firm controlling, controlled by or under common control with any of the Underwriters has or has had any such financial advisory relationship (as such term is defined in California Government Code Section 53590).

11. **Division of Responsibility Between District and County.** It is specifically acknowledged and agreed by and between the District and the County that the County shall have no responsibility or liability to ensure or provide compliance with those provisions of this Purchase Agreement which are to be performed solely by the District and the District shall have no responsibility or liability to ensure or provide compliance with those provisions of this Purchase Agreement which are to be performed solely by the County.

12. **Conditions to Closing.** The Underwriters have entered into this Purchase Agreement in reliance upon the representations and warranties of the County and the District contained herein and the performance by the District and the County of their respective obligations hereunder, both as of the date hereof and as of the date of Closing. The Underwriters' obligations under this Purchase Agreement are and shall be subject at the option of the Underwriters, to the following further conditions at the Closing:

A. The representations and warranties of the District and the County contained herein shall be true, complete and correct in all material respects at the date hereof and at and as of the Closing, as if made at and as of the Closing, and the statements made in all certificates and other documents delivered to the Underwriters at the Closing pursuant hereto shall be true, complete and correct in all material respects on the date of the Closing; and the District shall be in compliance with each of the respective agreements made by them in this Purchase Agreement;



B. At the time of the Closing, (i) the Official Statement, this Purchase Agreement, the District Resolutions and the County Resolutions shall be in full force and effect and shall not have been amended, modified or supplemented except as may have been agreed to in writing by the parties hereto; (ii) the District and the County shall have adopted, and there shall be in full force and effect such additional resolutions, agreements, opinions and certificates (including such certificates as may be required by regulations of the Internal Revenue Service in order to establish the tax exempt character of the interest component of the Bonds), which resolutions, agreements, opinions and certificates shall be satisfactory in form and substance to Bond Counsel to the District and to the Underwriters, and there shall have been taken in connection therewith and in connection with the execution and delivery of the Bonds all such actions as shall, in the reasonable opinion of each, be necessary in connection with the transactions contemplated hereby; (iii) all actions under the District Resolutions and County Resolutions which, in the opinion of Bond Counsel to the District, shall be necessary in connection with the transactions contemplated hereby, shall have been duly taken and shall be in full force and effect; (iv) the Bonds shall have been duly authorized, executed and delivered, and (v) the District and the County shall perform or have performed all of their respective obligations required under or specified in this Purchase Contract, the District Resolutions and the County Resolutions to be performed at or prior to the Closing;

C. No decision, ruling or finding shall have been entered by any court or governmental authority since the date of this Purchase Agreement (and not reversed on appeal or otherwise set aside), or to the best knowledge of the County or the District, pending (in which service of process has been completed against the County or the District) or threatened which has any of the effects described in Section 7(E) or 8(E) hereof or contesting in any way the completeness or accuracy of the Official Statement;

D. Between the date hereof and the Closing, the market price for the Bonds, or the market for or marketability or the ability of the Underwriters to enforce contracts for the sale of the Bonds at the initial offering prices set forth in the Official Statement, shall not have been materially adversely affected by reason of any of the following:

(1) legislation enacted by the Congress of the United States, or by the legislature of the State of California (the "**State**"), or introduced in the Congress or recommended for passage by the President of the United States, or a decision rendered by a court of the United States or the State or by the United States Tax Court, or an order, ruling, regulation (final, temporary or proposed) or official statement issued or made:

(i) by or on behalf of the United States Treasury Department, or by or on behalf of the Internal Revenue Service or other federal or State authority, which would have the purpose or effect of changing, directly or indirectly, the federal income tax consequences or State tax consequences of interest on obligations of the general character of the Bonds in the hands of the holders thereof; or

(ii) by or on behalf of the Securities and Exchange Commission, or any other governmental agency having jurisdiction over the subject matter thereof, to the effect that the Bonds, or obligations of the general character of the Bonds, including any and all underlying arrangements, are not exempt from registration under the Securities Act of 1933, as amended;

(2) the declaration of war or engagement in major military hostilities by the United States or the occurrence of any other national or international emergency or calamity or crisis relating to the effective operation of the government or the financial community in the United States;

(3) the declaration of a general banking moratorium by federal, New York or State authorities having jurisdiction, or the general suspension of trading on any national securities exchange or fixing of minimum or maximum prices for trading or maximum ranges for prices for securities on any national securities exchange, whether by virtue or a determination by that exchange or by order of the Securities and Exchange Commission or any other governmental authority having jurisdiction;

(4) the imposition by the New York Stock Exchange, other national securities exchange, or any governmental authority, of any material restrictions not now in force with respect to the Bonds, or obligations of the general character of the Bonds, or securities generally, or the material increase of any such restrictions now in force;

(5) an order, decree or injunction of any court of competent jurisdiction, or order, filing, regulation or official statement by the Securities and Exchange Commission, or any other governmental agency having jurisdiction over the subject matter thereof, issued or made to the effect that the issuance, offering or sale of obligations of the general character of the Bonds, or the issuance, offering or sale of the Bonds, as contemplated hereby or by the Official Statement, is or would be in violation of the Federal securities laws, as amended and then in effect;

(6) the withdrawal or downgrading of any rating of the District's outstanding indebtedness by a national rating agency; or

(7) any event occurring, or information becoming known which, in the reasonable judgment of the Underwriters, makes untrue in any material adverse respect any statement or information set forth in the Official Statement, or has the effect that the Official Statement contains any untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements made therein, in light of the circumstances under which they were made, not misleading.

E. At or prior to the date of the Closing, the Underwriters shall have received the following documents, in each case dated as of the Closing Date and satisfactory in form and substance to the Underwriters:

(1) The approving opinions of Hawkins Delafield & Wood LLP, Bond Counsel, and Sidley Austin LLP, Special Tax Counsel, substantially in the forms attached as Appendices D-1 and D-2 to the Official Statement, dated the Closing Date and addressed to the District;

(2) Reliance Letters from Bond Counsel and Special Tax Counsel to the effect that the Underwriters may rely upon the approving opinions of Bond Counsel and Special Tax Counsel described in D(1) above

(3) An additional supplemental opinion of Bond Counsel in a form acceptable to the Underwriters, dated the Closing Date and addressed to the Underwriters, to the effect that:

(i) this Purchase Agreement has been duly authorized, executed and delivered by the District and, assuming due authorization, execution and delivery by the Underwriters and the County, constitutes a valid and binding agreement of the District, enforceable in accordance with its terms, except as the enforcement thereof may be limited by bankruptcy, insolvency, reorganization, arrangement, moratorium and other laws affecting the enforcement of creditors' rights generally and by the application of equitable principles (regardless of whether such enforceability is considered in equity or at law), to the exercise of judicial discretion in appropriate cases and the limitation on legal remedies against school districts in the State of California and except that no opinion need be expressed with respect to any indemnification or contribution provisions contained in this Purchase Agreement [or with respect to the Insurance Policy];

(ii) the statements contained in the Official Statement in the sections entitled: "INTRODUCTION – Authority and Purpose for Issuance of the Bonds", "- Security and Source of Payment for the Bonds" "THE BONDS," (excluding the section entitled "- Application and Investment of Bond Proceeds") and "SECURITY AND SOURCES OF PAYMENT FOR THE BONDS – General Description" insofar as such statements purport to expressly summarize certain provisions of the Resolutions or the Bonds, present a fair and accurate summary such matters and opinions; and

(iii) the Bonds are exempt from registration pursuant to the Securities Act of 1933, as amended, and the County Resolution is exempt from qualification pursuant to the Trust Indenture Act of 1939, as amended; provided that no opinion need be expressed with respect to the Insurance Policy.

(4) An additional supplemental opinion of Special Tax Counsel in a form acceptable to the Underwriters, dated the Closing Date and addressed to the Underwriters, to the effect that the statements contained in the Official Statement in the section entitled "TAX MATTERS" insofar as such statements purport to expressly summarize certain provisions of the opinion of Special Tax Counsel concerning certain federal and State of California tax matters relating to the Bonds, including the exclusion of interest on the Bonds from gross income for federal income tax purposes and the exemption of such interest from State of California personal income taxes, present an accurate summary in all material respects, of such opinion;

(5) A certificate signed by an appropriate official of the District to the effect that (i) such official is authorized to execute this Purchase Agreement, (ii) the representations, agreements and warranties of the District herein are true and correct in all material respects as of the date of Closing, (iii) the District has complied with all the terms of the District Resolutions and the Continuing Disclosure Certificate to be complied with by the District prior to or concurrently with the Closing and such documents are in full force and effect, (iv) to the best of such official's knowledge, no litigation is pending (with service of process having been accomplished) or threatened (either in state or federal courts): (A) seeking to restrain or enjoin the execution, sale or delivery of any of the Bonds, (B) in any way contesting or affecting the authority for the execution, sale or delivery of the Bonds, the Continuing Disclosure Certificate or this Purchase Agreement, or (C) in any way contesting the existence or powers of the District; (v) such official has reviewed the Official Statement and on such basis certifies that the Official Statement does not contain any untrue statements of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances in which they were made, not misleading, (vi) each of the conditions listed in Section 11 of this Purchase Agreement required to be satisfied by the District has been satisfied on the date hereof and the District is not aware of any other condition of this Purchase Agreement that has not been satisfied on the date hereof, and (vii) the Bonds being delivered on the date of the Closing to the Underwriters under this Purchase Agreement substantially conform to the descriptions thereof contained in the County Resolutions and this Purchase Agreement;

(6) The Continuing Disclosure Certificate signed by an appropriate official of the District and in form and substance reasonably satisfactory to the Underwriters;

(7) A certificate signed by appropriate officials of the County to the effect that (i) such officials are authorized to execute and to approve this Purchase Agreement, (ii) the representations, agreements and warranties of the County herein are true and correct in all material respects as of the date of Closing, (iii) the County has complied with all the terms of the County Resolutions and this Purchase Agreement to be complied with by the County prior to or concurrently with the Closing, (iv) to the best of such official's knowledge, no litigation is

pending in which service of process has been completed against the County or threatened (either in state or federal courts): (A) seeking to restrain or enjoin the execution, sale or delivery of any of the Bonds, (B) in any way contesting or affecting the authority for the execution, sale or delivery of the Bonds or this Purchase Agreement, or (C) in any way contesting the existence or powers of the County, (v) such official has reviewed Appendix F – “LOS ANGELES COUNTY TREASURY POOL” to the Official Statement and on such basis certifies that Appendix F – “LOS ANGELES COUNTY TREASURY POOL” does not contain any untrue statements of a material fact or omit to state a material fact concerning the County required to be stated therein or necessary to make the statements concerning the County therein, in light of the circumstances in which they were made, not misleading, (vi) each of the conditions listed in Section 11 of this Purchase Agreement required to be satisfied by the County has been satisfied on the date thereof and the County is not aware of any other condition of this Purchase Agreement that has not been satisfied on the date thereof, and (vii) the Bonds being delivered on the date of the Closing to the Underwriters under this Purchase Agreement substantially conform to the descriptions thereof contained in the County Resolutions and this Purchase Agreement;

(8) A certificate of the Paying Agent dated the date of the Closing, signed by a duly authorized officer of the Paying Agent, and in form and substance satisfactory to the Underwriters, to the effect that:

(i) to the best of such officer’s knowledge, the representations and agreements of the Paying Agent in the Paying Agent Agreement dated as of [February 1], 2007, between the District and the Paying Agent (the “**Paying Agent Agreement**”) are true and correct in all material respects as of the date of the Closing; and

(ii) to the best of such officer’s knowledge, no litigation is pending or threatened (either in state or federal courts) (A) seeking to restrain or enjoin the delivery by the Paying Agent of any of the Bonds, or (B) in any way contesting or affecting any authority of the Paying Agent for the delivery of the Bonds or the validity or enforceability of the Bonds or the Paying Agent Agreement;

(9) A non-arbitrage certificate of the District in form satisfactory to Special Tax Counsel;

(10) Evidence satisfactory to the Underwriters that [the Insured Bonds shall have been rated “AAA” by Standard & Poor’s Ratings Services and “Aaa” by Moody’s Investors Service (or such other equivalent rating as such rating agencies may give) and that] the Bonds shall have been rated “\_\_\_\_\_” by Standard & Poor’s Ratings Services and “\_\_\_\_\_” by Moody’s Investors Service (or such other ratings as such rating agencies may assign so long as such rating is in the investment grade category of each rating agency) and that such ratings have not been revoked or downgraded;

(11) The opinion of General Counsel to the District, addressed to the District, the County and the Underwriters, dated the Closing Date, to the effect that:

(i) the District is a unified school district validly existing under the Constitution and the laws of the State of California;

(ii) the District has the full right and lawful authority to enter into and perform its duties and obligations under this Purchase Agreement, the Continuing Disclosure Certificate and the District Resolutions and authorize the sale of the Bonds;

(iii) there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court or public body, pending, or to his knowledge, threatened against the District contesting in any way the completeness or accuracy of the Official Statement or the due adoption of the District Resolutions, and there is no breach or default by the District under any other instruments which is caused by the issuance of the Bonds or the execution and delivery of this Purchase Agreement or the Continuing Disclosure Certificate;

(iv) General Counsel to the District is not representing the District in connection with any litigation of any nature to restrain or enjoin the execution or delivery of this Purchase Agreement, the Bonds or any of the proceedings taken with respect to the issuance of the Bonds, the application of monies to the payment of the Bonds or in any manner questioning the proceedings and authority under which the Bonds were authorized or challenging the validity of the Bonds, the existence or boundaries of the District or the title of the officials of the District who have acted with respect to the proceedings for the issuance of the Bonds on behalf of the District to their respective offices.

(12) the opinion of County Counsel for the County of Los Angeles, as counsel to the Board of Supervisors, addressed to the County, the District and the Underwriters, dated the Closing Date, to the effect that:

(i) the County is a political subdivision duly organized and validly existing under the Constitution and the laws of the State of California;

(ii) the County Resolutions approving and authorizing the execution, sale and delivery of this Purchase Agreement and the issuance of the Bonds were duly adopted at a meeting of the Board of Supervisors of the County, which was called and held pursuant to law and with all public notice required by law and at which a quorum was present and acting at the time of adoption;

(iii) to the best knowledge of County Counsel, there is no action, suit, proceeding, inquiry or investigation, at law or in equity, before or by any court, governmental agency, public authority or body, pending or threatened against the County in which service of process has been completed (a) affecting the existence of the County or the titles of its officers who have acted with respect to the proceedings for issuance and sale of the Bonds to their respective offices; (b) seeking to prohibit, restrain or enjoin the execution of this Purchase Agreement or the issuance of the Bonds or in any way contesting or affecting the validity or enforceability of the Bonds, this Purchase Agreement or the County Resolution; (c) contesting the powers of the County or its authority to enter into, adopt or perform its obligations under the County Resolution or this Purchase Agreement; or (d) seeking to restrain or enjoin the levy or collection of tax revenues pledged for payment of the Bonds;

(iv) this Purchase Agreement has been duly authorized, executed and delivered by the County and the Bonds have been duly authorized by the County, executed by the County on behalf of the District and delivered by the County and, assuming due authorization, execution and delivery by the other parties thereto, this Purchase Agreement will constitute the legal, valid and binding agreement of the County enforceable against the County in accordance with its terms, except as the enforcement thereof may be limited by bankruptcy, insolvency or other laws affecting the enforcement of creditors' rights generally and by the application of equitable principles if equitable remedies are sought and by the limitations on legal remedies imposed on actions against counties in the State;

(13) The opinion of QUATEMAN LLP, counsel for the Underwriters, dated the date of Closing and addressed to the Underwriters, satisfactory in form and substance to the Underwriters;

(14) The opinion of Disclosure Counsel substantially in the form attached hereto as Exhibit B, subject to the satisfaction of the Underwriters, dated the date of Closing and addressed to the County, the District and the Underwriters.

(15) A certificate, together with a fully executed copy of each of the District Resolutions, of the Executive Officer of the Board of Education of the District to the effect that:

(i) each such copy is a true and correct copy of such District Resolution; and

(ii) that the District Resolutions were duly adopted and have not been modified, amended, rescinded or revoked and are in full force and effect on the date of the Closing;

(16) Certified copies of the County Resolution, certified by the Executive Officer - Clerk of the Board of Supervisors;

(17) Certificates of the appropriate officials of the District evidencing their determinations respecting the Preliminary Official Statement in accordance with Rule 15c2-12;

(18) [A policy of municipal bond insurance with respect to the Insured Bonds;

(19) A certificate of the Insurer in form and substance satisfactory to Bond Counsel, County Counsel and counsel to the Underwriters;

(20) An opinion of counsel to the Insurer addressed to the District, the County and the Underwriters in form and substance satisfactory to Bond Counsel, County Counsel and counsel to the Underwriters];

(21) A transcript of all proceedings relating to the authorization, issuance and delivery of the Bonds, and

(22) Such additional legal opinions, certificates, proceedings, instruments and other documents as the Underwriters may reasonably request to evidence compliance (i) by the County, the District and the Paying Agent with legal requirements, (ii) the truth and accuracy, as of the time of Closing, of the representations of the County and the District herein contained, and (iii) the due performance or satisfaction by the County and the District at or prior to such time of all agreements then to be performed and all conditions then to be satisfied by the District.

If the County and/or the District shall be unable to satisfy the conditions to the Underwriters' obligations contained in this Purchase Agreement or if the Underwriters' obligations shall be terminated for any reason permitted by this Purchase Agreement, this Purchase Agreement may be canceled by the Underwriters at, or at any time prior to, the time of Closing. Notice of such cancellation shall be given to the County and the District in writing, or by telephone, confirmed in writing. Notwithstanding any provision herein to the contrary, the performance of any and all obligations of the County and the District hereunder and the performance of any and all conditions contained herein for the benefit of the Underwriters may be waived by the Representative in writing at the sole discretion of the Underwriters.

13. **Conditions to Obligations of the County and the District.** The performance by the County and the District of their obligations is conditioned upon (i) the performance by the Underwriters of its obligations hereunder; and (ii) receipt by the District and the Underwriters of opinions and certificates being delivered at the Closing by persons and entities other than the County and the District.

14. **Expenses.** The Underwriters will pay certain expenses from original issue premium on the Bonds, as provided in paragraph 1 hereof, including, but not limited to the



following: (i) the costs of the preparation and reproduction of the Resolutions; (ii) the fees and disbursements of Bond Counsel, Special Tax Counsel and of Disclosure Counsel; (iii) the cost of the preparation, printing and delivery of the Bonds; (iv) the fees, if any, for Bond ratings, including all necessary expenses for travel outside of California; (v) the cost of the printing and distribution of the Preliminary Official Statement and the Official Statement; (vi) the initial fees of the Paying Agent; [(vii) the bond insurance premium, (if any);] (viii) reimbursement to the District for a portion of the election costs associated with the Measure K authorization election authorizing the Measure K Bonds; and (ix) all other fees and expenses incident to the issuance and sale of the Bonds. All out-of-pocket expenses of the Underwriters, including the California Debt Investment and Advisory Commission fee, expenses for travel (including that connected with securing a rating on the Bonds) and other expenses (except as provided above), shall be paid by the Underwriters. The District shall cause to be paid all expenses incident to the performance of its obligations hereunder from the proceeds of the Bonds to the extent such expenses are not paid by the Underwriters.

15. **Terms and Conditions of Bonds.** By executing this Purchase Agreement, the Treasurer is exercising the authority granted to him under the County Resolutions to determine the terms of the Bonds (which terms are set forth in Exhibit A hereto.)

16. **Notices.** Any notice or other communication to be given under this Purchase Agreement (other than the acceptance hereof as specified in the first paragraph hereof) may be given by delivering the same in writing if to the County, to the Treasurer and Tax Collector of the County of Los Angeles at 437 Kenneth Hahn Hall of Administration, 500 West Temple Street, Los Angeles, California 90012; if to the District, to the Chief Financial Officer of the Los Angeles Unified School District, 333 S. Beaudry Avenue, 26th Floor, Los Angeles, California 90017, or if to the Underwriters, to Lehman Brothers Inc., 10250 Constellation Boulevard, Los Angeles, California 90067, Attention: Mr. Peter J. Taylor.

17. **Severability.** In the event any provision of this Purchase Agreement shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision hereof.

18. **Parties in Interest; Survival of Representations and Warranties.** This Purchase Agreement when accepted by the County and the District in writing as heretofore specified shall constitute the entire agreement among the County, the District and the Underwriters. This Purchase Agreement is made solely for the benefit of the County, the District and the Underwriters (including the successors or assigns of the Underwriters). No person shall acquire or have any rights hereunder or by virtue hereof. All the representations, warranties and agreements of the County and the District in this Purchase Agreement shall survive, unless waived by the Underwriters, regardless of (a) any investigation or any statement in respect thereof made by or on behalf of the Underwriters, (b) delivery of and payment by the Underwriters for the Bonds hereunder, and (c) any termination of this Purchase Agreement.

19. **Execution in Counterparts.** This Purchase Agreement may be executed in several counterparts each of which shall be regarded as an original and all of which shall constitute but one and the same document.

[Remainder of Page Intentionally Left Blank]

20. **Applicable Law.** This Purchase Agreement shall be interpreted, governed and enforced in accordance with the law of the State of California applicable to contracts made and performed in such State.

Very truly yours,

UNDERWRITERS

LEHMAN BROTHERS INC.,  
a Delaware corporation,  
Citigroup  
E. J. de La Rosa & Company  
J. P. Morgan Securities, Inc.  
Loop Capital Markets LLC

By: \_\_\_\_\_  
Authorized Signatory of Lehman Brothers  
Inc., as Representative

The foregoing is hereby agreed to  
and accepted as of the date first  
above written:

COUNTY OF LOS ANGELES

By: \_\_\_\_\_  
Treasurer and Tax Collector

Approved as to form:

RAYMOND G. FORTNER, JR.  
County Counsel

By: \_\_\_\_\_  
Principal Deputy County Counsel

LOS ANGELES UNIFIED SCHOOL DISTRICT

By: \_\_\_\_\_  
Charles A. Burbridge  
Chief Financial Officer

EXHIBIT A  
MATURITY SCHEDULE

\$ \_\_\_\_\_ Measure Y Series E Bonds

Maturity Date (July 1)	Principal Amount	Interest Rate	Initial Offering Price or Yield

[The Bonds will be dated as of the date of delivery and will be payable on January 1 or July 1, as applicable, in the years set forth above or the earlier redemption of such Bonds. Interest on the Bonds is payable on January 1 and July 1 of each year, commencing July 1, 2007.]

## TERMS OF REDEMPTION

The terms of redemption set forth in the Resolutions are supplemented and amended to include the following:

### Optional Redemption

**Measure Y Series E Bonds.** The Measure Y Series E Bonds maturing on or before July 1, \_\_\_\_, will not be subject to redemption prior to their respective stated maturity dates. The Measure Y Series E Bonds maturing on or after July 1, \_\_\_\_, will be subject to redemption prior to their respective stated maturity dates, at the option of the District, from any source of available funds, as a whole or in part on any date on or after July 1, \_\_\_\_, at a redemption price equal to the principal amount thereof, together with accrued interest, if any, to the redemption date.

### Mandatory Sinking Fund Redemption

---

**Measure Y Series E Bonds.** The Measure Y Series E Term Bonds maturing on July 1, \_\_\_\_ are also subject to mandatory sinking fund redemption prior to the stated maturity in part (by lot) at a redemption price equal to \_\_\_\_% of the principal amount to be redeemed, together with accrued interest thereon to the date fixed for redemption, without premium, in the principal amounts and at the times, as follows:

Mandatory Redemption Date

Mandatory Sinking Fund Payment

†  

---

Maturity

The principal amount of each mandatory sinking fund payment shown above will be reduced proportionately by the amount of the Term Bond (or any portion thereof) optionally redeemed prior to the mandatory redemption date shown above.

**Selection of Bonds for Redemption.** If less than all of the Bonds of either series are called for redemption, the Bonds of such series will be redeemed in inverse order of maturities or as otherwise directed by the District, and if less than all of any given maturity of a series of Bonds are called for redemption, the portions of the Bonds of such series of a given maturity to be redeemed will be determined by lot.

**EXHIBIT B**

[Closing Date]

Los Angeles Unified School District  
Los Angeles, California

County of Los Angeles  
Los Angeles, California

Lehman Brothers Inc.,  
as Representative of the Underwriters  
Los Angeles, California

Ladies and Gentlemen:

We have acted as disclosure counsel to the Los Angeles Unified School District (the "District") in connection with its preparation of its Official Statement related to the Los Angeles Unified School District (County of Los Angeles, California), \_\_\_\_\_ (the "Bonds"). The Bonds were sold via negotiated sale and are being delivered on the date hereof to Lehman Brother Inc., as Representative of the Underwriters (the "Underwriters"). The Official Statement, dated [\_\_\_\_], in the form prepared for use by the Underwriters in confirming sales of the Bonds, is hereinafter referred to as the "Official Statement." Capitalized terms not otherwise defined herein shall have the meanings set forth in the Official Statement.

The Bonds are being issued pursuant to resolutions adopted by the Board of Education of the District on [\_\_\_\_] and (the "Bond Resolutions") and a resolution approving the preparation and distribution of the Official Statement, adopted by the Board of Education of the District on [\_\_\_\_] (the "Official Statement Resolution" and together with the Bond Resolution, the "Resolutions").

To assist us in our participation with others in the District's preparation of its Official Statement, we held discussions with, among others, representatives of the District, the District's General Counsel, the County of Los Angeles Treasurer and Tax Collector, the Underwriters, and Tamalpais Advisors, Inc., and Kelling, Northcross & Nobriga, A Joint Venture, as co-financial advisors to the District, and received from such parties various documents, written reports, financial statements and other material. The statements made and the information contained in portions of the Official Statement and, in particular, those under the captions "LEGAL MATTERS - No Litigation" and "APPENDIX A - DISTRICT FINANCIAL AND DEMOGRAPHIC INFORMATION" were on numerous occasions reviewed for their accuracy, completeness and materiality by responsible representatives of the District, and such representatives have certified or opined as of the date hereof as to the accuracy and completeness of such portions of the Official Statement. As we do not serve as general counsel to the District and otherwise would not have any direct knowledge of such statements and information, we have relied upon such certifications and opinions of or information provided by such District representatives, without any independent investigation of such matters.

We have advised the District as to its responsibilities under and as to the application to its circumstances as represented to us of applicable laws, rules and other pronouncements of the Securities and Exchange Commission and the Municipal Securities Rulemaking Board, and judicial decisions, including particularly those relating to the materiality of factual disclosures in municipal and other securities offerings. We have considered the types of representations contained in offering documents distributed by other issuers, including states, localities and authorities, to the extent that we deem them relevant to the District. Because the primary purpose of our professional engagement was not to establish factual matters and because of the wholly or partially nonlegal character of many determinations involved in the preparation of the Official Statement, we do not pass upon and do not assume any responsibility for the accuracy, completeness or fairness of any of the statements contained in the Official Statement and make no representation that we have independently verified the accuracy, completeness or fairness of any of such statements.

We did not participate in the preparation of the appendices to the Official Statement captioned "SELECTED INFORMATION FROM AUDITED FINANCIAL STATEMENTS OF THE DISTRICT FOR THE FISCAL YEAR ENDED JUNE 30, 2006," "BOOK-ENTRY ONLY SYSTEM," "PROPOSED FORM OF OPINION OF BOND COUNSEL," "LOS ANGELES COUNTY TREASURY POOL," [and "SPECIMEN MUNICIPAL BOND INSURANCE POLICIES"] and we express no view thereon nor on any other reports, financial or statistical data, financial statements or forecasts in the Official Statement or any information concerning The Depository Trust Company or the book-entry system, [Insurer] or [Insurance Policy].

Based upon and subject to the foregoing and the qualifications respecting the scope and nature of our engagement, nothing has come to the attention of the lawyers in this firm rendering professional legal services in connection with the Bonds that has caused us to believe that the Official Statement (excluding, with your permission, portions identified in the preceding paragraph), as of the date thereof or the date hereof, contained or contains any untrue statement of a material fact, or omitted or omits to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

In connection with the Bonds, the District [and the County] executed a Continuing Disclosure Certificate, dated [February 1, 2007] (the "Continuing Disclosure Certificate"). In our opinion, the Continuing Disclosure Certificate constitutes a written agreement or contract for the benefit of the holders of the Bonds which satisfies the requirements set forth therefor in Section (b)(5) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended.

We assume no obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention with respect to the statements expressed above, including any changes in applicable law that may hereafter occur.

This letter is being delivered to you solely for your benefit and may not be used, circulated, quoted, otherwise referred to for any other purpose, or relied upon by anyone else (including, but not limited to, any person who acquires any Bonds from the Underwriters) without our prior written consent.

Respectfully submitted,

## COPY CERTIFICATION BY DOCUMENT CUSTODIAN

State of California }  
County of Los Angeles } ss.

I, Jefferson Crain,  
Name of Custodian of Original Document  
attached reproduction of BOARD OF EDUCATION REPORT NO. 186-06/07 is a true,  
Description of Original Document

correct and complete photocopy of a  
BOARD OF EDUCATION REPORT NO. 186-06/07  
regarding Issuance of General Obligation  
Bonds, Election of 2005, Measure Y,  
Series E (2007) (101 pages) adopted  
January 9, 2007.

Los Angeles Unified School District  
333 South Beaudry Avenue, Los Angeles,  
Address CA 90017

Subscribed and sworn to (or affirmed)

before me on this 10 day of  
Date

January 2007  
Month Year  
Jefferson Crain  
Signature of Notary Public



Place Notary Seal Above

### OPTIONAL

*Though the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Identifying No.: \_\_\_\_\_ No. of Pages: \_\_\_\_\_

Signer(s) or Issuing Agency: \_\_\_\_\_

### Capacity Claimed by Custodian

- ☐ Individual  
☐ Corporate Officer — Title: \_\_\_\_\_  
☐ University or School Officer — Title: \_\_\_\_\_  
☐ Governmental Officer or Agent — Title: \_\_\_\_\_  
☐ Business Proprietor or Manager  
☐ Attorney  
☐ Trustee  
☐ Other: \_\_\_\_\_

Custodian Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF CUSTODIAN  
Top of thumb here



LOS ANGELES UNIFIED SCHOOL DISTRICT  
BOARD OF EDUCATION REPORT NO. 186-06/07

Office of the Chief Financial Officer  
for presentation to the Board of Education on December 12, 2006

**SUBJECT: ISSUANCE OF GENERAL OBLIGATION BONDS, ELECTION OF 2005,  
MEASURE Y, SERIES E (2007)**

**A. PROPOSAL**

It is proposed that the Board of Education:

1. Approve the attached master resolution (Attachment A) requesting the County of Los Angeles to issue and sell in one or more series up to \$600 million in general obligation bonds of the District, with the first series being designated Measure Y Series E (2007) in the approximate amount of \$200 million, and approving the form of preliminary official statement and bond purchase agreement for the initial series only.
2. Authorize the Chief Financial Officer and other Officers of the District to assemble Financial Team for the upcoming transaction to be comprised of a Financial Advisor, Bond Counsel, Disclosure Counsel, Underwriter, Fiscal/Paying Agent and Financial Printer.
3. Authorize the Chief Financial Officer and other Officers of the District to purchase municipal bond insurance or other credit enhancement.
4. Authorize the Budget Services and Financial Planning Division to make the necessary budget adjustments to reflect the anticipated bond receipts.

**B. BACKGROUND**

On November 8, 2005, voters approved a \$3.985 billion local Measure Y bond authorization to repair and modernize existing schools, build new schools to relieve overcrowding and fund additional capital projects. On February 26, 2006, the District issued \$394.385 million of Measure Y, Series A, B, C and D (2006) Bonds. This Board Report and the attached master resolution (Attachment A) will authorize the issuance of one or more additional series of the Measure Y bonds in an amount not to exceed \$600 million, of which approximately \$200 million of Series E (2007) is expected to be issued in January or February 2007. The master resolution helps to streamline the issuance process by filing common forms of documents only once, thereby bringing back to the Board only those documents that must be individually approved at the time of each issuance.

Effective January 1, 2007, AB 1482 applies to all new money general obligation bonds issued by school and community college districts in California. The intent of AB 1482 is provide transparency in the bond issuance process, namely, by requiring the governing body to declare

the method of sale of the bonds and the reason(s) for the selected method of sale and requiring the school district to publicly identify of the names of the Financial Advisor, Bond Counsel and Underwriter(s) and the detailed, estimated costs of issuance for the bonds. The District has followed the intent of AB 1482 for many years, although not in the formal manner now required.

Finance is recommending that the Board approve the issuance of the Measure Y Series E (2007) Bonds by a negotiated rather than competitive sale. Because, among other things, of the large aggregate principal amount of the Bonds, a negotiated sale format best addresses the District's desire to access the widest possible range of investors by having a special order period for retail investors and having maximum flexibility regarding the terms of the Bonds, including without limitation the redemption terms of the Bonds, the couponing of the Bonds and the timing of the sale of the Bonds.

For the Measure Y Series E (2007) Bonds, Finance is recommending Tamalpais Advisors, Inc.- Kelling, Northcross & Nobriga, A Joint Venture, to be Financial Advisor; Hawkins Delafield & Wood LLP to be Bond Counsel; and Lehman Brothers, Citigroup, JP Morgan, Loop Capital Markets LLC and E.J. De La Rosa & Co., LLC to be Underwriters. Each of these firms is in good standing on their respective benches. The estimated, detailed costs of issuance of the Measure Y Series E (2007) Bonds is \$1,003,353.97, as provided in Attachment B. AB 1482 requires the final, actual detailed costs of issuance to be provided to the Board at the first public meeting after the sale of the bonds, so Finance will report back same to the Board after the sale of the Measure Y Series E (2007) Bonds.

#### **C. POLICY IMPLICATIONS**

This action has been reviewed and does not change the policy of the District.

#### **D. BUDGET IMPLICATIONS**

The 2006-07 budget will need to be adjusted to reflect the anticipated proceeds of \$200 million from the issuance of the Measure Y Series E bonds. The debt service payments attributable to Measure Y bond issuances will be supported by tax levies imposed on the District's taxpayers and not the District's General Fund.

#### **E. DESEGREGATION IMPACT STATEMENT**

This action has been reviewed and does not require a desegregation impact statement.

#### **F. RECOMMENDATIONS**

It is recommended that the Board of Education:

1. Approve the attached master resolution (Attachment A) requesting the County of Los Angeles to issue and sell up to \$600 million in general obligation bonds of the District in one or more series with the first series to be designated "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series E (2007)" in the approximate amount of \$200 million; and approve the forms of a preliminary and final official statement and bond purchase agreement for the Measure Y Series E (2007) Bonds.
2. Review the information to be disclosed to it pursuant to AB 1482 and authorize the sale of the bonds via negotiated sale and direct the Chief Financial Officer and other Officers of the District to assemble the Financing Team for the upcoming transaction with Tamalpais Advisors, Inc.- Kelling, Northcross & Nobriga, A Joint Venture, as Financial Advisor; Hawkins Delafield and & Wood LLP as Bond Counsel; Sidley Austin LLP as Disclosure and Tax Counsel; Lehman Brothers, Citigroup, JP Morgan, Loop Capital Markets LLC and E.J. De La Rosa & Co., LLC as Underwriters, and a Fiscal/Paying Agent and Financial Printer to be selected.
3. Authorize the Chief Financial Officer and other Officers of the District to purchase municipal bond insurance or other credit enhancement deemed to be necessary or desirable to accomplish the transactions authorized in the attached resolution.
4. Authorize the Budget Services and Financial Planning Division to make the necessary budget adjustments to reflect the anticipated receipt of proceeds from the sale of the bonds and the expenditure of funds, including costs of issuance.

Respectfully Submitted,

DAVID L. BREWER III  
Superintendent of Schools

PREPARED BY:



BETTY T. NG  
Controller

PRESENTED BY:



CHARLES A. BURBRIDGE  
Chief Financial Officer

Attachments: Attachment A – Resolution  
Attachment B – Estimated Costs of Issuance

**RESOLUTION OF THE BOARD OF EDUCATION OF THE LOS ANGELES UNIFIED SCHOOL DISTRICT PRESCRIBING THE TERMS OF SALE OF BONDS OF THE DISTRICT IN ONE OR MORE SERIES, REQUESTING THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES TO ISSUE AND SELL SAID BONDS IN AN AGGREGATE AMOUNT NOT TO EXCEED \$600,000,000 BY NEGOTIATED OR PUBLIC SALE PURSUANT TO ONE OR MORE BOND PURCHASE AGREEMENTS OR NOTICES OF SALE, AS APPLICABLE, AUTHORIZING THE EXECUTION AND DELIVERY OF SAID BOND PURCHASE AGREEMENT AND NOTICES OF SALE, AND APPROVING THE FORMS OF A BOND PURCHASE AGREEMENT, A NOTICE OF SALE AND A CONTINUING DISCLOSURE AGREEMENT AND AUTHORIZING THE EXECUTION AND DELIVERY OF ONE OR MORE CONTINUING DISCLOSURE CERTIFICATES AND APPROVING THE FORM OF AN OFFICIAL STATEMENT FOR THE INITIAL SERIES OF SAID BONDS, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS RELATING TO SAID BONDS**

WHEREAS, voters of the State of California enacted Proposition 39 on November 7, 2000 (together with Chapter 1.5, Part 10, Division 1, Title 1 (commencing with Section 15264) of the Education Code of the State of California (the "Education Code") which became operative upon the passage of Proposition 39 and established requirements associated with the implementation of Proposition 39), which amended Section 1(b) of Article XIII A of the California Constitution by adding a provision that exempts from the one percent of full cash value limitation, those *ad valorem* taxes used to pay for debt service of any bonded indebtedness of any school district or community college district for the construction, reconstruction, rehabilitation, or replacement of school facilities, including the furnishing and equipping of school facilities, or the acquisition or lease of real property for school facilities, upon approval by at least 55% of the votes cast by voters voting on the proposition; and

WHEREAS, an election was duly called and regularly held in the Los Angeles Unified School District, County of Los Angeles, California on November 8, 2005 at which the District's ballot measure ("Measure Y") was submitted to the electors of the District:

"To reduce overcrowding and improve learning, shall the Los Angeles Unified School District: continue repair/upgrade of aging/deteriorating classrooms, restrooms; build up-to-date, energy efficient neighborhood schools; early childhood education centers; upgrade fire/earthquake safety, emergency response equipment; purchase library books; upgrade computer technology; eliminate asbestos, lead paint hazards by issuing \$3.985 billion in bonds, at legal interest rates; with guaranteed annual financial/performance audits, citizens' oversight, no money for administrators' salaries?"

and

WHEREAS, at least 55% of the votes cast on Measure Y were in favor of authorizing the issuance of said bonds (the "Authorization"); and

WHEREAS, this Board of Education of the District (the "Board of Education") deems it necessary and desirable that the Board of Supervisors of the County of Los Angeles (the "County") shall authorize and consummate the sale of bonds pursuant to the Authorization in one or more series designated the "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series \_\_ (200 \_\_)" (or such additional or other series designations as may be approved in accordance with the provisions of this Resolution (collectively, the "Bonds")), in an aggregate principal amount not exceeding \$600,000,000 according to the terms and in the manner hereinafter set forth; and

WHEREAS, this Board of Education further deems it necessary and desirable to authorize the sale of each series of the Bonds by either a negotiated sale pursuant to a Bond Purchase Agreement (as defined below) to be entered into with one or more of the underwriters (the "Underwriters") on the District's current approved underwriting bench, as determined by the Chief Financial Officer of the District (the "Chief Financial Officer") or by a competitive sale pursuant to a Notice of Sale (as defined herein); and

WHEREAS, all acts, conditions and things required by law to have been done or performed to date in connection with the issuance of the Bonds have been done and performed in strict conformity with the laws authorizing the issuance thereof, and the indebtedness of the District herein proposed is within all limits prescribed by law; and

NOW, THEREFORE, THE BOARD OF EDUCATION OF LOS ANGELES UNIFIED SCHOOL DISTRICT DOES HEREBY RESOLVE, DETERMINE AND ORDER, AS FOLLOWS:

Section 1. Recitals. All of the above recitals are true and correct.

Section 2. Purpose of Bonds. Certain proceeds of the Bonds will be applied for the purposes specified in Measure Y, the full text of which is set forth in Exhibit A hereto.

Section 3. Request for Sale of Bonds. The Board of Supervisors of the County (the "Board of Supervisors") is hereby requested to sell by negotiated sale to one or more of the Underwriters or by competitive sale in one or more series from time to time (but not later than March 1, 2008) not to exceed \$600,000,000 aggregate principal amount of general obligation bonds of the Los Angeles Unified School District and to designate said bonds to be sold as the "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series \_\_ (200 \_\_)" with such additional or other series designations as may be approved in accordance with the provisions of this Resolution and at such times and by such method as may be requested by the Chief Financial Officer, the Controller of the District (the "Controller"), or any other officer of the District authorized by the Chief Financial Officer (each, an "Authorized Officer") acting singly.

Section 4. Terms of Bonds.

(a) Date of Bonds. Each series of Bonds shall be dated the date as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as applicable, with respect to such series of Bonds.

(b) Maturity. Each series of Bonds shall mature on the dates, in each of the years, in the principal amounts and in the aggregate principal amount as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as applicable, with respect to such Bonds. No Bond shall mature later than a date which is 25 years from the date of such Bond, as set forth in the Bond Purchase Agreement or Notice of Sale, as the case may be, with respect to such Bond.

(c) Interest Payment. The Bonds shall bear interest computed on the basis of a 360-day year of twelve (12) 30-day months (or computed on such other basis as shall be set forth in the Bond Purchase Agreement with respect to such Bonds), first payable on the first January 1 or July 1 to occur following the issuance thereof, and thereafter on January 1 and July 1 in each year (or on such other interest payment dates as shall be set forth in the Bond Purchase Agreement or Notice of Sale, as applicable, with respect to such Bonds).

(d) Obligation. The obligation to pay principal and interest represented by the Bonds is a statutory obligation of the District, payable as described in the Bond Purchase Agreement or Notice of Sale, as the case may be, with respect to such Bonds. The District hereby requests the Board of Supervisors to annually levy a tax upon all taxable property in the District sufficient to pay the principal, redemption premium, if any, and interest on the Bonds as and when the same become due.

Section 5. Redemption Provisions. The Bonds shall be subject to redemption prior to their respective stated maturity dates at the option of the District as set forth in the Bond Purchase Agreement or Notice of Sale, as applicable, with respect to such Bonds and in such Bonds. The Bonds shall also be subject to mandatory sinking fund redemption, as specified in the Bond Purchase Agreement or Notice of Sale, as the case may be, with respect to such Bonds and in such Bonds. The Bond Purchase Agreement with respect to a series of Bonds may provide that such Bonds or any portion thereof shall not be subject to optional or mandatory sinking fund redemption.

Section 6. Bond Purchase Agreement or Agreements; Notices of Sale; Sale of Bonds.

The Authorized Officers, acting singly, are hereby authorized and directed on behalf of the District to sell one or more series of Bonds either (i) by negotiated sale to the Underwriters, and to execute and approve one or more bond purchase agreements (each a "Bond Purchase Agreement"), the form of which is on file with the Executive Officer of the Board of Education, providing for the sale by the Board of Supervisors of the County and the purchase by such Underwriters of Bonds at a purchase price to be set forth therein or (ii) by public sale in accordance with a Notice of Sale (each, a "Notice of Sale"); provided, that (i) the true interest cost for the Bonds of any series shall not be in excess of 8% per annum; (ii) the maximum interest rate (coupon) on the Bonds of any series shall not be in excess of 8% per annum; (iii) the underwriters' discount with respect to any series shall not exceed 1% of the aggregate principal amount of the Bonds of such series; and (iv) the Bonds shall otherwise conform to the limitations specified herein. The form of the Bond Purchase Agreement on file with the Executive Officer of this Board of Education is hereby approved. Any Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver a Bond Purchase Agreement with respect to each such series of Bonds in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof. The Board of Supervisors is hereby requested to cause each Bond Purchase Agreement to be executed and delivered on behalf of the County, subject to such changes or revisions therein as may be acceptable to the District and to the Treasurer and Tax Collector of the County (the "Treasurer"), on behalf of the Board of Supervisors. In addition, the form of the Notice of Sale for the Bonds on file with the Executive Officer of this Board of Education in the form of the Notice of Sale approved by the District in connection with its Measure R Series A, Series B, Series C and Series D Bonds issued on September 23, 2005 is hereby approved. Any Authorized Officer is hereby authorized and directed, for and in the name and on behalf of the District, to execute and deliver a Notice of Sale with respect to each such series of Bonds in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the delivery thereof. With respect to the initial series of Bonds and in accordance with Section 15146 of the Education Code, the District finds that because, among other things, of the large aggregate principal amount of the initial series of Bonds a negotiated sale format best addresses the District's desire to access the greatest number of investors by having a special order period for retail investors and having maximum flexibility regarding the terms of the Bonds, including without limitation the redemption terms of the Bonds, the interest rates on the Bonds and the prices at which the Bonds will be reoffered to the public and the timing of the sale of the Bonds. In accordance with Section 15146 of the Education Code, the District shall make any necessary determinations and findings in connection with any additional series of Bonds at the time of their sale.

Section 7. Official Statement. The Authorized Officers, acting singly, are hereby authorized and directed on behalf of the District to prepare or cause to be prepared an Official Statement relating to the initial issue of Bonds, and the Underwriters are hereby authorized to distribute copies of such Official Statement in preliminary form to persons who may be interested in purchasing such initial issue of Bonds. Any Authorized Officer is hereby authorized to certify to the Underwriters for the initial issue of bonds, on behalf of the District,

that the preliminary form of the Official Statement was deemed final as of its date, within the meaning of Rule 15c2-12 ("Rule 15c2-12") promulgated under the Securities Exchange Act of 1934 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12). Each Authorized Officer, acting singly, is hereby authorized and directed to sign said Official Statement in its final form, including the final pricing information which shall include all information previously permitted to have been omitted by Rule 15c2-12, and such Underwriters are hereby authorized and directed to deliver copies of such Official Statement in final form to the purchasers of the initial issue of Bonds.

Section 8. Investment of Proceeds. Proceeds of the Bonds held by the Treasurer shall be invested at the Treasurer's discretion pursuant to law and the investment policy of the County, unless otherwise directed in writing by the District.

(i) At the written direction of the District, given by an Authorized Officer, who is hereby expressly authorized to give such direction, all or any portion of the proceeds of the Bonds deposited in the building fund of the District (the "Building Fund") may be invested on behalf of the District in the Local Agency Investment Fund in the treasury of the State of California.

(ii) At the written direction of the District, given by an Authorized Officer, who is hereby expressly authorized to give such direction, all or any portion of the Building Fund of the District may be invested on behalf of the District, in investment agreements, including guaranteed investment contracts, which comply with the requirements of each rating agency then rating the Bonds necessary in order to maintain the then-current rating on the Bonds.

Section 9. Tax Covenants.

(a) General. The District shall not take any action, or fail to take any action, if such action or failure to take such action would adversely affect the exclusion from gross income of the interest payable on the Bonds under Section 103 of the Internal Revenue Code of 1986 (the "Code"). Without limiting the generality of the foregoing, the District hereby covenants that it will comply with the requirements of the Tax Certificate of the District with respect to each series of Bonds (each a "Tax Certificate"), to be entered into by the District on the date of issuance of each series of Bonds. The provisions of this subsection (a) shall survive payment in full or defeasance of the Bonds.

(b) Yield Restriction. In the event that at any time the District is of the opinion that for purposes of this Section it is necessary or helpful to restrict or limit the yield on the investment of any monies held by the Treasurer or any other party on behalf of the District, in accordance with this Resolution or pursuant to law, the District shall so request of the Treasurer or such other party in writing, and the District shall make its best efforts to ensure that the Treasurer or such other party shall take such action as may be necessary in accordance with such instructions.

(c) Reliance on Opinion of Bond Counsel. Notwithstanding any provision of this Section, if the District shall provide to the Treasurer an opinion of counsel of nationally



recognized standing in the field of law relating to municipal bonds (an "Opinion of Bond Counsel") that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Bonds, the Treasurer may conclusively rely on such Opinion of Bond Counsel in complying with the requirements of this Section and of the Tax Certificate, and the covenants hereunder shall be deemed to be modified to that extent.

Section 10. Continuing Disclosure. Any Authorized Officer is hereby authorized on behalf of the District to execute a Continuing Disclosure Certificate with respect to each series of Bonds in substantially the form attached hereto as Exhibit B, with such changes thereto as deemed necessary in order to permit the Underwriters to comply with the requirements of Rule 15c2-12. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of each such Continuing Disclosure Certificate.

Section 11. Approval of Actions. The President of this Board of Education, the Executive Officer of this Board of Education, the Chief Financial Officer, the Controller, and any other Authorized Officer are hereby authorized and directed to execute and deliver any and all certificates and representations, including but not limited to (i) signature certificates, no-litigation certificates, and certificates concerning the contents of the Official Statement, (ii) representation letters to The Depository Trust Company, (iii) each Tax Certificate, (iv) any other certificates proposed to be distributed in connection with the sale of the Bonds, including in connection with any policy of municipal bond insurance or other credit enhancement, and (v) any investment agreements entered into pursuant to the authority granted hereunder, which any of them deem necessary and desirable to accomplish the transactions authorized herein. All actions heretofore taken by the officers and agents of the Board with respect to the Bonds are hereby approved, confirmed and ratified.

Section 12. Notice to California Debt and Investment Advisory Commission. The Executive Officer of this Board of Education is hereby authorized and directed to cause notices of the proposed sale and final sale and itemized costs of issuance of each series of Bonds to be filed in a timely manner with the California Debt and Investment Advisory Commission pursuant to California Government Code Section 8855.

Section 13. Authorization to Enter into Contracts Pursuant to California Government Code Section 5922. This Board of Education hereby finds that it is necessary from time to time to enter into contracts, arrangements or a program of contracts for one or more of the purposes described in California Government Code Section 5922, including, without limitation, interest rate cap agreements, interest rate swap agreements, liquidity facility agreements, credit enhancement agreements, and other contracts of this type, and hereby finds that such arrangements are designed to reduce the amount of payments that may come due on any series of Bonds, and to maintain a lower overall cost of borrowing for the District and/or to enhance the relationship between risk and return with respect to investments related to a series of Bonds, and therefor authorizes any Authorized Officer to enter into such contracts on behalf of the District, and to pay to the provider of, or counterparty to, each such agreement (or to a trustee or paying agent to facilitate transfer to the provider) available funds sufficient for the purpose of making payments due from time to time under any such arrangements and to pay incidental costs in connection therewith.

Section 14. Citizen's Oversight Committee. This Board of Education certifies that it has established and appointed and shall maintain an independent citizens' oversight committee pursuant to Section 15274 of the Education Code, to inform the public concerning the expenditure of proceeds of the Bonds by the date specified in such Section 15274.

Section 15. Bond Accountability Measures. This Board of Education certifies that it will conduct annual, independent performance and financial audit to ensure that the funds approved by the voters have been expended only for the purposes authorized by Measure Y in accordance with Section 1(b) of Article XIII A of the California Constitution and Section 15264 *et seq.* of the Education Code. This Board of Education further certifies it will direct the Chief Financial Officer to cause to be filed with the Board no later than January 1, 2007, and at least once a year thereafter, the annual report required pursuant to Measure Y and Section 53410 *et seq.* of the Government Code of the State of California.

Section 16. Filing with Board of Supervisors. Pursuant to Section 15140(a) of the Education Code, the Executive Officer of this Board of Education is hereby authorized and directed to file a certified copy of this Resolution with the Executive Officer-Clerk of the Board of Supervisors of the County.

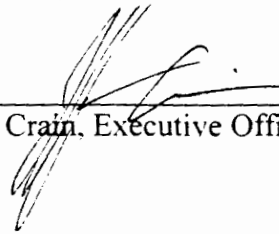
Section 17. Filing with Auditor-Controller and Treasurer of the County. Pursuant to Section 15140(c) of the Education Code, the Executive Officer of this Board of Education or any Authorized Officer is also directed to cause a certified copy of this Resolution, and a copy of the debt service schedule for the Bonds, to be provided to the Treasurer and the Auditor-Controller of the County.

Section 18. Other District Bonds. The issuance and sale of any series of Bonds may be combined with the issuance and sale of any other general obligation bonds of the District.

Section 19. Appointment of Financial Advisors, Bond Counsel and Disclosure Counsel and Underwriters; Estimated Costs of Issuance. In connection with the District's issuance and sale of a series of Bonds, the Chief Financial Officer or his designee is hereby authorized to enter into agreements for Financial Advisor, Bond Counsel and Disclosure Counsel and other professional services on behalf of the District as may be necessary or appropriate. For the initial series of Bonds, the Financial Advisor shall be Tamalpais Advisors, Inc. – Kelling, Northcross & Nobriga, A Joint Venture, the Bond Counsel shall be Hawkins Delafield & Wood LLP, the Tax Counsel and Disclosure Counsel shall be Sidley Austin LLP, and the Underwriters shall be Lehman Brothers, Citigroup, Loop Capital Markets LLC, E.J. De la Rosa & Co., Inc. and JP Morgan. The estimated, detailed costs of issuance of the Measure Y Series E (2007) Bonds is \$1,003,353.97 as provided in Attachment B to the accompanying Board Report for this Resolution. The final, actual detailed costs of issuance will be provided to the Board at the first public meeting after the sale of the Bonds.

Section 20. Effective Date. This resolution shall take effect from and after its adoption.

Adopted and signed this 9th day of January 2007, by the Board of Education of the Los Angeles Unified School District.



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Jefferson Crain, Executive Officer of the Board

**EXHIBIT A**  
**FULL TEXT OF MEASURE Y**

## FULL TEXT OF MEASURE Y

This proposition may be known and referred to as “the Safe and Healthy Neighborhood Schools Repair and Construction Measure of 2005” or as “Measure Y.”

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**FULL TEXT OF BALLOT MEASURE Y (Continued)**

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## FULL TEXT OF BALLOT MEASURE Y (Continued)

### FINDINGS

The Los Angeles Unified School District ("the District") is supported by a community that is committed to creating and maintaining a high-quality learning environment for all of its approximately 750,000 students.

The District has experienced enormous growth within the past 20 years, adding approximately 190,000 students — a number that is itself larger than any other school district in California. By 2002, over 100,000 more students were enrolled in the District than it had two-semester seats for them to occupy, more than 15,000 students could not attend their neighborhood schools due to overcrowding and instead had to be bussed to other campuses, sometimes more than an hour away. Over 354,000 students attended schools that were operating on special calendars that could only accommodate their enrollment through the use of multi-tracking schedules that reduced the number of school-days students attended school. This level of enrollment is expected to continue. Furthermore, additional facilities are necessary if the District is going to be able to achieve the educational benefits of smaller learning environments.

Despite the challenges of finding clean, useable land and siting schools in a dense urban environment, the District has made enormous progress in meeting the urgent demand for additional facilities. Since 2002, the District has opened 23 new schools and 15 early education centers, built 39 additions to existing schools, and added 23,423 new classroom seats. In the 2005-2006 academic year, the District will open an additional 38 new schools. It has significantly upgraded its professional school-construction and facilities-management staff. The District has, in recent years, been highly successful in competing with other school districts in California for limited state funds, having secured approximately \$680 million in 2001-2002 and currently having high-priority applications for over \$1 billion in state new-construction bond funds. The shortage of classroom seats has been reduced from 100,000 to 64,000, the number of students who must be bussed away from their neighborhood school has been cut by nearly 14%, and the number of schools that must operate on a multi-track calendar has been reduced. 20,000 more students can now attend a school that operates on a traditional two-semester calendar.

The District has achieved this success by reforming its management of the school-construction and modernization program. By installing a team of qualified professionals with extensive experience in managing major public-works projects, delegating responsibility to that team and holding it responsible for results, and by empowering that team with state-of-the-art administrative, financial, and accounting tools, the District has been able to execute what is one of the largest public construction programs in the nation.

This progress has been achieved with the strong support of the community, which has previously authorized bonds to fund the construction and modernization to date and brought

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

the District to the threshold of completion and the realization of the goal of eliminating overcrowding. This measure will enable the District to construct the 20,000 classroom seats needed to end overcrowding and accommodate future enrollment. The measure will also help the District to meet the requirements imposed by recent court decisions.

In addition to the need for new schools, the District urgently needs funds to repair, upgrade, and modernize its existing facilities. Approximately 76% of the District's existing permanent school buildings are more than 40 years old and in need of major repairs and upgrades. Thanks to strong community support and substantial state-bond matching funds, the District has completed over 10,200 repair projects. In addition, the District has wired over 27,000 classrooms for computers (more than 80%) and installed 911 communications facilities at 317 schools, with another 375 currently underway. However, additional funds are required to extend these urgently needed health, safety, and educational improvements to as many additional schools and classrooms as possible. This measure will provide the funds to continue to repair and modernize existing schools, replace bungalows with permanent classrooms, abate asbestos hazards, upgrade fire and safety systems, expand early-education facilities, and provide sufficient core facilities at hundreds of schools.

With the active participation of the community — including the continued participation of the independent Citizens' Bond Oversight Committee — and with the expertise of architectural, engineering, and urban-planning professionals, the Board of Education ("the Board") has developed and revised its Strategic Execution Plan that establishes priorities for building, repairing, and modernizing District facilities and constitutes the program roadmap for delivering more than 160,000 classroom seats as part of the District's long-term new-school construction program, new early-childhood seats, and fulfilling the needs of the District's charter school program. It sets forth the District's goals of creating clean, safe, and inspired learning environments for its students and creating new school buildings throughout the neighborhoods of Los Angeles.

Given the difficulties of siting facilities within the District, the uncertainties of population movement and enrollment changes, and the need to adjust projects to control costs and meet educational requirements, it is necessary and appropriate that the Bond Project List contained in this measure set forth the projects to be funded by the bonds authorized by this measure with the provided level of specificity.

This measure is essential to achieve the community's goals for its school facilities.

## **AUTHORIZATION TO ISSUE BONDS**



## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Upon approval of this proposition by at least 55% of the registered voters voting on the proposition, the Los Angeles Unified School District shall be, and is hereby, authorized to issue and sell bonds of up to \$3,985,000,000 in aggregate principal amount ("the Bonds") to provide financing for the specific school facilities projects listed in the Bond Project List attached hereto, subject to all of the accountability safeguards specified below.

Any Bonds issued pursuant to Section 15100 of the Education Code shall have a maturity not exceeding twenty-five (25) years, and any Bonds issued pursuant to Section 53506 of the Government Code shall have a maturity of not exceeding forty (40) years. The Bonds shall bear interest at a rate not exceeding the applicable legal limits.

Pursuant to Section 53410 of the Government Code, upon approval of this measure and the sale of any Bonds approved, the Board shall take actions necessary to establish an account in which proceeds of the sale of Bonds will be deposited. The chief fiscal officer of the District shall cause a report to be filed no later than January 1 of each year in which any proceeds of the Bonds remain unexpended, and any year in which proceeds were expended in the previous year, stating 1) the amount of Bond proceeds received and expended in the preceding year and 2) the status of any project funded or to be funded from Bond proceeds. The report may relate to the calendar year, fiscal year or other appropriate period as the chief fiscal officer shall determine and may be incorporated in the annual budget, any annual financial or performance audit (including the annual audits required by Proposition 39), or any other appropriate routine report to the Board.

### **ACCOUNTABILITY SAFEGUARDS**

**Annual Performance Audits.** The Board shall conduct an annual, independent performance audit to ensure that the Bond proceeds have been expended only for the purposes authorized by this measure.

**Annual Financial Audits.** The Board shall conduct an annual, independent financial audit of the Bond proceeds until all of those proceeds have been spent in accordance with this measure.

**Citizens' Bond Oversight Committee.** All expenditures by the Los Angeles Unified School District of funds obtained through Bonds authorized by this measure shall be subject to the review and oversight of the Citizens' Bond Oversight Committee, which shall review and report on all bond fund expenditures concerning whether the expenditures were made consistent with the purposes for which the Bonds were authorized and otherwise made pursuant to a Strategic Execution Plan. The Board has made all changes to the composition and functioning of the Citizens' Bond Oversight Committee to comply with state law. This Citizens'

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Bond Oversight Committee will continue to have more expansive powers than the minimum defined in state law — the Citizens' Bond Oversight Committee shall have a budget sufficient to retain independent legal counsel, administrative staff, and a consultant with a background and skills in construction planning, management, and oversight, and shall have the opportunity to review and recommend for or against major projects prior to their approval by the Board of Education. The Citizens' Bond Oversight Committee will be entitled to access to all information concerning projects not subject to legal privilege and will have the responsibility to report to the public any information that Bond funds are being spent illegally or imprudently or in a manner inconsistent with the Strategic Execution Plan adopted by the Board. The Citizens' Bond Oversight Committee shall review annual, independent performance and financial audits of the Bond fund expenditures and report to the public no less than once each year in which Bond funds are being spent regarding the use of the funds. The Citizens' Bond Oversight Committee shall serve as the single statutory Oversight Committee for this measure and all previous bond measures approved by the voters and requiring such a committee.

**Special Bond Proceeds Account; Annual Report to the Board.** Pursuant to Section 53410 of the Government Code, upon approval of this proposition and the sale of any Bonds approved, the Board shall take actions necessary to establish an account in which proceeds of the sale of Bonds will be deposited. The chief fiscal officer of the District shall cause a report to be filed no later than January 1 of each year in which any proceeds of the Bonds remain unexpended, and any year in which proceeds were expended in the previous year, stating 1) the amount of Bond proceeds received and expended in the preceding year and 2) the status of any project funded or to be funded from Bond proceeds. The report may relate to the calendar year, fiscal year or other appropriate period as the chief fiscal officer shall determine and may be incorporated in the annual budget, any annual financial or performance audit (including the annual audits required by Proposition 39), or any other appropriate routine report to the Board.

**Planning.** The District shall maintain a Strategic Execution Plan for the use of the Bond proceeds, which Plan shall be adopted at a public meeting at which taxpayers, parents, students, employees, other government agencies, community organizations, and business interests shall be afforded an opportunity to comment. The Plan shall provide for the regular assessment of the condition of facilities for major repairs through facility inspections and industry-based standards for the life expectancy of facility components. To this end, the District shall develop and maintain information systems adequate to inventory facility systems and structures. The Plan shall be reviewed by the Citizens' Bond Oversight Committee prior to final action by the Board. Any subsequent amendment to the Strategic Execution Plan that may adversely affect the District's ability to successfully complete the Plan shall be accompanied by an analysis of the impact of the amendment on the prospects of fully achieving the Plan's goals.

**Professional Management.** Principal responsibility within the District for

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

implementation of the construction and modernization program funded by the Bond proceeds shall be vested in a Facilities Services Division, which shall be headed by a Chief Facilities Executive who shall report directly to the Superintendent. Managers of the Division shall have educational and employment experience comparable to that of persons with similar responsibility in the private sector. To ensure that the District employs managers of the Division who are so qualified, the Board shall, no less than biennially, cause a survey of compensation of managers of major construction programs and managers of major public and private facilities in comparable locations across the United States in both the public and private sector, and the Board shall make a finding that the managers of the District's Facilities Services Division are being compensated accordingly. The Board shall provide the Division with dedicated procurement, accounting, legal, information-technology, personnel, and other support services sufficient for implementation of the construction and modernization program funded by the Bond proceeds.

### **SPECIFIC PROJECTS CONTAINED IN THE BOND PROJECT LIST**

The Bond Project List on the following pages, which is an integral part of this measure, lists the specific projects the District proposes to finance with proceeds of the Bonds. It was developed by the Board upon evaluation of, among other factors, safety, class-size reduction, and information-technology needs. Each project may include a share of costs of the election and Bond issuance, program planning and analysis, architectural, engineering, and similar planning costs, construction management, relocation costs, legal costs and other costs ordinarily chargeable to capital accounts or otherwise permitted by law, the costs of furnishing and equipping new classrooms and libraries, and a customary contingency for unforeseen site acquisition, design, construction, and other unforeseen costs. No Bond money will be used for teacher or administrator salaries or for any other school operating expenses.

Approval of this measure does not guarantee that all of the projects proposed to be financed by this measure will be funded beyond the local revenues generated by the measure. If state matching funds become available to the District, they will be used for and applied to the Bond Project List. The District's proposal for the projects on the Bond Project List assumes the receipt of matching state funds, which could be subject to appropriation by the Legislature or approval of a statewide bond measure. The Board does not guarantee that the Bonds will provide sufficient funds to allow completion of all listed projects. The numbers of seats to be created that are stated in the Bond Project List are approximate and may be adjusted according to District needs and in order to ensure the creation of viable projects. The Board may reallocate seats and designate new locations for facilities identified in the Bond Project List as it deems fit in response to demographic changes, cost considerations, site conditions, or other changes in circumstances.

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

The Bond Project List describes work that the District may undertake, provided funds are sufficient to complete the work contemplated. The final cost of each project will be determined as plans are finalized, construction bids are awarded, and projects are completed. The District commits that no funds obtained through Bonds authorized by this measure will be spent except pursuant to a master planning process that results in the approval by the Board of a Strategic Execution Plan that sets forth the scope of work to be undertaken for school construction and repair consistent with and subject to the Bond Project List and that provides cost estimates and proposed schedules for each project.

### **BOND PROJECT LIST**

#### **Part 1 of the Bond Project List: New Construction/Acquisition Projects**

Subject to receiving matching funds from the state, the District expects to be able to create approximately 20,000 new classroom seats for District students at neighborhood schools from the proceeds of this measure. The District will engage in new site acquisition, leasing, and construction and rehabilitation of existing facilities to potentially enable the District to return students to neighborhood schools and begin the process of returning schools to traditional nine-month calendars and of eliminating multi-track, year-round calendars. New schools built or rehabilitated for elementary students may also contain set-aside space to be utilized for early childhood education. New schools built or rehabilitated may also contain set-aside space to be utilized for adult education. Projects may include construction and repairs to reopen schools previously closed. Bond funds may also be used to furnish and equip new schools, classrooms, and libraries. Proceeds of the Bonds may also be used, to the extent permitted by law, to satisfy any portion of a legally required reserve fund for ongoing and major maintenance to school buildings to the extent such proceeds will be expended for projects contained on the Bond Project List.

Proceeds of the Bonds may be used to replace other sources of funding for projects contained on the Bond Project List, for example to refund certificates of participation, when such replacement or refunding is lawful and deemed by the District to be appropriate.

If the proceeds of any bonds issued pursuant to the Safe Healthy Neighborhood Schools Act appearing as Measure K on the November 5, 2002, ballot ("Measure K"), or the Safe and Healthy Neighborhood Schools Improvement Act of 2004 appearing as Measure R on the March 2, 2004, ballot ("Measure R"), have been expended for any of the projects identified in Step 1 of Part 2 of the Bond Project List below, such expenditures of Measure K or Measure R bond proceeds shall be reallocated to the Bonds to the extent permitted by law.

## FULL TEXT OF BALLOT MEASURE Y (Continued)

The District expects to undertake the following specific projects to create new classroom space and to reduce overcrowding at District schools:

### Local District 1

#### High Schools

*East Valley Area New HS #3:* a new High School of approximately 2,403 seats, located at 8015 Van Nuys Blvd. in the Monroe Senior High School attendance area

*Valley Region Aliso Continuation HS Addition:* a new Addition of approximately 108 seats, located at 18741 Elkwood St. in the Cleveland Senior High School attendance area

*Valley Region HS #4:* a new High School of approximately 1,215 seats, located at the southwest corner of Balboa Blvd. and San Jose St. in the Granada Hills Senior High School attendance area

#### Elementary Schools

*Gledhill ES Addition:* a new Addition of approximately 100 seats, located at 16030 Gledhill St. in the Monroe Senior High School attendance area

*Valley Region Gault ES Addition:* a new Addition of approximately 200 seats, located at 17000 Gault St. in the Birmingham Senior High School attendance area

*Valley Region Enadia Way ES:* a reopening of the existing Elementary School of approximately 350 seats, located at 22944 Enadia Way in the Canoga Park Senior High School attendance area

*Valley Region Blythe ES Addition:* a new Addition of approximately 250 seats, located at 18730 Blythe St. in the Cleveland Senior High School attendance area

*Valley Region ES #6:* a new Elementary School of approximately 950 seats, located at the northeast corner of Rayen St. and Kester Ave. in the Monroe Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

*Valley Region ES #12:* a new Elementary School of approximately 650 seats, located at 15330 Plummer St. in the Monroe Senior High School attendance area

*Valley Region ES #10:* a new Elementary School of approximately 650 seats, located at 7330 Winnetka Ave. in the Taft Senior High School attendance area

*Valley Region ES B:* a new Elementary School of approximately 800 seats, located in or around the Birmingham/Monroe/Van Nuys Senior High School attendance areas

*Valley Region Hesby Grades K-8:* a new Kindergarten to 8th Grade School of approximately 541 seats, located at 15530 Hesby St. in the Birmingham Senior High School attendance area

*Valley Region Monroe Grades K-8 Reconfiguration:* a new Addition of approximately 486 seats, located at 8855 Noble Ave. in the Monroe Senior High School attendance area

*Valley Region Grades K-8 A:* a new Kindergarten to 8th Grade School of approximately 1,047 seats, located in or around the Chatsworth Senior High School attendance area

The projects listed above for Local District 1 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free or other 180-day calendars.

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Local District 2

#### High Schools

*East Valley Area New HS #1B:* a new High School of approximately 1,593 seats, located at 5525 Vineland Ave. in the North Hollywood Senior High School attendance area

*East Valley Area New HS #1B Addition:* a new Addition of approximately 513 seats, located at 5525 Vineland Ave. in the North Hollywood Senior High School attendance area

*East Valley Area New HS #2:* a new High School of approximately 1,728 seats, located at 14200 Van Nuys Blvd. in the San Fernando Senior High School attendance area

*East Valley Area New HS #1A:* a new High School of approximately 1,620 seats, located at 8501 Arleta Ave. in the Polytechnic Senior High School attendance area

*Valley Region HS #5:* a new High School of approximately 2,160 seats, located at Arroyo St. and Glenoaks Blvd. in the Sylmar Senior High School attendance area

*Valley Region HS #9:* a new High School of approximately 810 seats, located at 7477 Kester Ave. in the Birmingham/Van Nuys Senior High School attendance areas

#### Middle Schools

*East Valley Area New MS #1:* a new Middle School of approximately 1,809 seats, located at 6501 Laurel Canyon Blvd. in the North Hollywood Senior High School attendance area

*San Fernando MS Addition:* a new Addition of approximately 162 seats, located at 130 N. Brand Blvd. in the San Fernando Senior High School attendance area

*Valley Region MS #3:* a new Middle School of approximately 1,053 seats, located at 8501 Arleta Ave. in the Polytechnic Senior High School attendance area

#### Elementary Schools

*Sylvan Park ES Addition:* a new Addition of approximately

## FULL TEXT OF BALLOT MEASURE Y (Continued)

100 seats, located at 6238 Noble Ave. in the Van Nuys Senior High School attendance area

*Valley Region ES #9:* a new Elementary School of approximately 800 seats, located east of Calhoun between Vanowen St. and Hart St. in the Van Nuys Senior High School attendance area

*Valley Region Monlux ES Addition:* a new Addition of approximately 200 seats, located at 6051 Bellaire Ave. in the Grant Senior High School attendance area

*Valley Region ES #7:* a new Elementary School of approximately 800 seats, located at the northeast corner of Saticoy St. and Ben Ave. in the Polytechnic Senior High School attendance area

*Valley Region Maclay ES Addition:* a new Addition of approximately 550 seats, located at 11035 Borden Ave. in the Polytechnic Senior High School attendance area

*Valley Region ES E:* a new Elementary School of approximately 650 seats, located in or around the North Hollywood/Polytechnic Senior High School attendance areas

*Valley Region ES Addition D:* a new Addition of approximately 500 seats, located in or around the North Hollywood Senior High School attendance area

*Valley Region ES #8:* a new Elementary School of approximately 725 seats, located east of Maclay Ave. between Bromont Ave. and 8th St. in the Sylmar Senior High School attendance area

*Valley Region ES C:* a new Elementary School of approximately 650 seats, located in or around the Birmingham/Van Nuys Senior High School attendance areas

*Valley Region ES F:* a new Elementary School of approximately 800 seats, located in or around the San



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Fernando Senior High School attendance area

*Valley Region Grades K-8 #1:* a new Kindergarten to 8th Grade School of approximately 1,047 seats, located in or around the Sylmar Senior High School attendance area

The projects listed above for Local District 2 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

### Local District 3

#### High Schools

*Central Region HS #14:* a new High School of approximately 1,539 seats, located in or around the Los Angeles Senior High School attendance area

#### Elementary Schools

*Alta Loma ES Addition:* a new Addition of approximately 100 seats, located at 1745 Vineyard Ave. in the Los Angeles Senior High School attendance area

*Los Angeles New ES #1:* a new Elementary School of approximately 650 seats, located at 4043 Ingraham St. in the Los Angeles Senior High School attendance area

*Central Region ES #13:* a new Elementary School of approximately 875 seats, located at Southeast corner of Washington Blvd. and 3rd Ave. in the Los Angeles Senior High School attendance area

*Central Region ES D:* a new Elementary School of approximately 800 seats, located in or around the Los Angeles Senior High School attendance area

*Central Region ES Addition B:* a new Addition of approximately 250 seats, located in or around the Crenshaw Senior High School attendance area

*Central Region ES Addition C:* a new Addition of approximately 400 seats, located in or around the Dorsey Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

*Central Region Grades K-8 A:* a new Kindergarten to 8th Grade School of approximately 843 seats, located in or around the Westchester Senior High School attendance area

The projects listed above for Local District 3 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

### Local District 4

#### High Schools

*Central LA Area New HS #9:* a new High School of approximately 1,728 seats, located at 450 N. Grand Ave. in the Belmont Senior High School attendance area

*Central LA Area New HS #10:* a new High School of approximately 1,944 seats, located at 322 S. Lucas Ave. in the Belmont Senior High School attendance area

*Central Los Angeles HS #11:* a new High School of approximately 2,835 seats, located at 1200 W. Colton St. in the Belmont Senior High School attendance area

*Central Los Angeles HS #12:* a new High School of approximately 513 seats, located at Miramar St. and W. 2nd St. in the Belmont Senior High School attendance area

*Central Region HS #13:* a new High School of approximately 2,295 seats, located at 2050 San Fernando Rd. in the Franklin Senior High School attendance area

*Central LA Area New HS #1:* a new High School of approximately 2,106 seats, located at 1309 N. Wilton Pl. in the Marshall Senior High School attendance area

*Central Region Grades 6-12 #1:* a new 6-12th Grade School of approximately 1,458 seats, located in or around the Marshall Senior High School attendance area

*Hollywood New Cont. HS #1:* a new Continuation High

## FULL TEXT OF BALLOT MEASURE Y (Continued)

School of approximately 162 seats, located at 5755 Fountain Ave. in the Marshall Senior High School attendance area

### Middle Schools

*Central LA Area New MS #1:* a new Middle School of approximately 1,701 seats, located at 650 S. Union Ave. in the Belmont Senior High School attendance area

*Central LA Area New MS #3:* a new Middle School of approximately 810 seats, located at 615 S. Shatto Pl. in the Belmont Senior High School attendance area

*Central Region MS #5:* a new Middle School of approximately 891 seats, located at the northeast corner of La Mirada Ave. and Western Ave. in the Hollywood Senior High School attendance area

### Elementary Schools

*Belmont New ES #6:* a new Elementary School of approximately 975 seats, located at 101 N. New Hampshire Ave. in the Belmont Senior High School attendance area

*Cahuenga New ES #1:* a new Elementary School of approximately 800 seats, located at 225 S. Oxford Ave. in the Belmont Senior High School attendance area

*Commonwealth ES Addition:* a new Addition of approximately 450 seats, located at 215 S. Commonwealth Ave. in the Belmont Senior High School attendance area

*Central Region ES E:* a new Elementary School of approximately 950 seats, located in or around the Belmont Senior High School attendance area

*Central Region ES #14:* a new Elementary School of approximately 875 seats, located at the northwest corner of Santa Ynez St. and N. Alvarado St. in the Belmont Senior High School attendance area

*Central Region ES F:* a new Elementary School of approximately 650 seats, located in or around the Belmont/Manual Arts Senior High School attendance areas

## FULL TEXT OF BALLOT MEASURE Y (Continued)

*Central Region ES #15:* a new Elementary School of approximately 875 seats, located at the southeast corner of Washington Blvd. and Budlong Ave. in the Belmont/Manual Arts Senior High School attendance areas

*Van Ness ES Addition:* a new Addition of approximately 150 seats, located at 501 N. Van Ness Ave. in the Fairfax Senior High School attendance area

*Vine ES Addition:* a new Addition of approximately 250 seats, located at 955 N. Vine St. in the Fairfax Senior High School attendance area

*Aldama ES Addition CSR:* a new Addition of approximately 200 seats, located at 632 N. Avenue 50 in the Franklin Senior High School attendance area

*Mt. Washington ES Addition:* a new Addition to accommodate a multi-purpose room, food service area and library, located at 3981 San Rafael Ave. in the Franklin Senior High School attendance area

*Ramona ES Addition:* a new Addition of approximately 200 seats, located at 1133 N. Mariposa Ave. in the Marshall Senior High School attendance area

*Central LA New Learning Center #1:* a new Kindergarten to 12th Grade School of approximately 4,240 seats, located at 3400 Wilshire Blvd. in the Belmont Senior High School attendance area

*Dayton Heights - Playground:* a new Playground at Dayton Heights Elementary School located at 607 N. Westmoreland Ave. in the Marshall Senior High School attendance area

*Magnolia On-Site Addition:* a new Addition of approximately 400 seats to Magnolia Elementary School, located at 1626 S. Orchard Ave. in the Manual Arts Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Primary Centers

*Belmont New PC #12:* a new Primary Center of approximately 400 seats, located at 135 N. Lake St. in the Belmont Senior High School attendance area

*Gratts New PC:* a new Primary Center of approximately 400 seats, located at 474 S. Hartford Ave. in the Belmont Senior High School attendance area

*Marshall New PC #1:* a new Primary Center of approximately 400 seats, located at 4564 W. Lexington Ave. in the Marshall Senior High School attendance area

The projects listed above for Local District 4 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

### Local District 5

### High Schools

*Ramona Opportunity High School:* a New Opportunity High School of approximately 405 seats, located at 231 S. Alma Ave. in the Garfield Senior High School attendance area

*East LA Area New HS #1:* a new High School of approximately 1,026 seats, located at Northeast corner of First St. and Mission Rd. in the Roosevelt Senior High School attendance area

*East LA HS # 2:* a new High School of approximately 2,322 seats, located at Southeast corner of Brannick Ave. and Hammel St. in the Garfield Senior High School attendance area

*Central Region HS # 16:* a new High School of approximately 2,025 seats, located in or around the Jefferson Senior High School attendance area

*Central Region HS #15:* a new High School of approximately 1,539 seats, located at 2100 Marengo St. in the Roosevelt Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Middle Schools

*Central LA Area New MS #4:* a new Middle School of approximately 1,701 seats, located at 3500 S. Hill St. in the Jefferson Senior High School attendance area

*Central Region MS #7:* a new Middle School of approximately 1,350 seats, located at the southwest corner of Compton Ave. and Adams Blvd. in the Jefferson Senior High School attendance area

*Central Region MS #9:* a new Middle School of approximately 1,026 seats, located in or around the Roosevelt Senior High School attendance area

### Elementary Schools

*Huntington Drive ES Addition:* a new Addition of approximately 150 seats, located at 4435 N. Huntington Dr. in the Lincoln Senior High School attendance area

*Loreto ES Addition:* a new Addition of approximately 250 seats, located at 3408 Arroyo Seco Ave. in the Lincoln Senior High School attendance area

*Brooklyn ES Addition:* a new Addition of approximately 100 seats, located at 4260 Cesar Chavez Ave. in the Roosevelt Senior High School attendance area

*Central Region ES #19:* a new Elementary School of approximately 1,275 seats, located West of Fairmont Ave. and Bonnie Beach Pl. in the Garfield Senior High School attendance area

*Central Region ES #16:* a new Elementary School of approximately 675 seats, located at the northeast corner of Main St. and 58th St. in the Jefferson Senior High School attendance area

*Central Region ES #17:* a new Elementary School of approximately 675 seats, located at the northeast corner of Griffith Ave. and Jefferson Blvd. in the Jefferson Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

*Central Region ES #18:* a new Elementary School of approximately 575 seats, located at the northwest corner of 32nd St. and Maple Ave. in the Jefferson Senior High School attendance area

*Central Region ES H:* a new Elementary School of approximately 800 seats, located in or around the Jefferson Senior High School attendance area

*Central Region ES G:* a new Elementary School of approximately 950 seats, located in or around the Jefferson/Manual Arts Senior High School attendance areas

### Primary Centers

*4th St. New PC:* a new Primary Center of approximately 400 seats, located at 469 Amalia Ave. in the Garfield Senior High School attendance area

The projects listed above for Local District 5 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

## Local District 6

### High Schools

*SE Area New Learning Center:* a new High School of approximately 1,215 seats, located at 6125 Pine Ave. in the Bell Senior High School attendance area

*South Region HS #8:* a new High School of approximately 2,025 seats, located in or around the Bell Senior High School attendance area

*South Region HS #7:* a new High school of approximately 1,620 seats, located at Northeast corner of Alameda St. and Gage Ave. in the Huntington Park Senior High School attendance area

*South Region HS #9:* a new High School of approximately 1,431 seats, located at Tweedy Blvd. and Adella Ave. in the South Gate Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Middle Schools

*South Region MS #2:* a new Middle School of approximately 1,404 seats, located at Gage Ave. between Loma Vista Place and Orchard Ave. in the Bell Senior High School attendance area

*South Region MS #3:* a new Middle School of approximately 1,404 seats, located in or around the Huntington Park Senior High School attendance area

*South Region MS #4:* a new Middle School of approximately 513 seats, located at Tweedy Blvd. and Adella Ave. in the South Gate Senior High School attendance area

### Elementary Schools

*Loma Vista ES Addition:* a new Addition of approximately 200 seats, located at 3629 E. 58th St. in the Bell Senior High School attendance area

*Maywood New ES #5:* a new Elementary School of approximately 650 seats, located at 5200 Cudahy Ave. in the Bell Senior High School attendance area

*Huntington Park New ES #7:* a new Elementary School of approximately 650 seats, located at 6055 Corona Ave. in the Huntington Park Senior High School attendance area

*State ES Addition:* a new Addition of approximately 150 seats, located at 3211 Santa Ana St. in the Huntington Park Senior High School attendance area

*Bryson ES Addition:* a new Addition of approximately 250 seats, located at 4470 Missouri Ave. in the South Gate Senior High School attendance area

*San Miguel ES Addition:* a new Addition of approximately 100 seats, located at 9801 San Miguel Ave. in the South Gate Senior High School attendance area

*South Region ES #3:* a new Elementary School of approximately 775 seats, located at the northeast corner of



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Atlantic Ave. and Live Oak St. in the Bell Senior High School attendance area

*South Region ES #5:* a new Elementary School of approximately 800 seats, located in or around the Bell/South Gate Senior High School attendance areas

*South Region ES #4:* a new Elementary School of approximately 775 seats, located at Firestone Blvd. between Hunt Ave. and Kaufman Ave. in the South Gate Senior High School attendance area

*South Region ES B:* a new Elementary School of approximately 950 seats, located in or around the Bell Senior High School attendance area

*South Region ES A:* a new Elementary School of approximately 950 seats, located in or around the Huntington Park Senior High School attendance area

*South Region ES C:* a new Elementary School of approximately 950 seats, located in or around the Huntington Park/South Gate Senior High School attendance areas

*South Region Grades K-8 D:* a new Kindergarten to 8th Grade School of approximately 1,047 seats, located in or around the Bell Senior High School attendance area

The projects listed above for Local District 6 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

### Local District 7

#### High Schools

*Central LA Area New HS #2:* a new High School of approximately 2,403 seats, located at 1500 W. Washington Blvd. in the Manual Arts Senior High School attendance area

*Los Angeles New Cont. HS #1:* a new Continuation High School of approximately 162 seats, located at 1470 W.

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Washington Blvd. in the Manual Arts Senior High School attendance area

*South Region HS #2:* a new High School of approximately 2,025 seats, located at Northeast corner of Gage Ave. and Central Ave. in the Fremont Senior High School attendance area

*South Region HS #13:* a new High School of approximately 2,025 seats, located in or around the Fremont/Jordan Senior High School attendance areas

*South Region HS #12:* a new High School of approximately 2,025 seats, located in or around the Fremont/Locke Senior High School attendance areas

*South Los Angeles HS #3:* a new High School of approximately 1,215 seats, located at Slauson Ave. and Hoover St. in the Manual Arts Senior High School attendance area

*South Region HS #10:* a new High School of approximately 2,025 seats, located in or around the Manual Arts/Crenshaw Senior High School attendance areas

### Middle Schools

*South Region MS #6:* a new Middle School of approximately 1,404 seats, located at the southwest corner of Western Ave. and 46<sup>th</sup> St. in the Crenshaw Senior High School attendance area

### Elementary Schools

*South Region ES #1:* a new Elementary School of approximately 1,050 seats, located West of Main St. between 88th Pl. and 90th St. in the Fremont Senior High School attendance area

*South Region ES #2:* a new Elementary School of approximately 1,050 seats, located at the southeast corner of Florence Ave. and Central Ave. in the Fremont Senior High School attendance area

## FULL TEXT OF BALLOT MEASURE Y (Continued)

*South Region ES #6:* a new Elementary School of approximately 950 seats, located in or around the Fremont Senior High School attendance area

*South Region ES #7:* a new Elementary School of approximately 950 seats, located in or around the Fremont Senior High School attendance area

*South Region ES #8:* a new Elementary School of approximately 950 seats, located in or around the Washington/Locke Senior High School attendance areas

*South Region ES E:* a new Elementary School of approximately 950 seats, located in or around the Fremont Senior High School attendance area

*South Region ES G:* a new Elementary School of approximately 950 seats, located in or around the Fremont Senior High School attendance area

*South Region ES H:* a new Elementary School of approximately 950 seats, located in or around the Fremont Senior High School attendance area

*South Region ES F:* a new Elementary School of approximately 950 seats, located in or around the Fremont/Huntington Park Senior High School attendance areas

*South Region ES I:* a new Elementary School of approximately 950 seats, located in or around the Fremont/Jordan Senior High School attendance areas

### Primary Centers

*Manual Arts New PC #2:* a new Primary Center of approximately 400 seats, located at 1017 W. 47th St. in the Manual Arts Senior High School attendance area

The projects listed above for Local District 7 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Local District 8

#### High Schools

*South Region HS #4:* a new High School of approximately 1,809 seats, located at the northeast corner of Carson St. and Santa Fe Ave. in the Carson Senior High School attendance area

*South Region HS #14:* a new High School of approximately 2,025 seats, located in or around the Narbonne/San Pedro Senior High School attendance areas

*South Region HS #6:* a new High School of approximately 351 seats, located in or around the Washington Senior High School attendance area

#### Middle Schools

*South Region MS #7:* a new Middle School of approximately 513 seats, located in or around the Gardena Senior High School attendance area

#### Elementary Schools

*Banning New ES #1:* a new Elementary School of approximately 1,000 seats, located at 500 N. Island Ave. in the Banning Senior High School attendance area

*Fries ES Addition:* a new Addition of approximately 200 seats, located at 1301 Fries Ave. in the Banning Senior High School attendance area

*Wilmington Park ES Addition:* a new Addition of approximately 100 seats, located at 1140 Mahar Ave. in the Banning Senior High School attendance area

*Normont ES Addition:* a new Addition of approximately 100 seats, located at 1001 W. 253rd St. in the Narbonne Senior High School attendance area

*15th St. ES Addition:* a new Addition of approximately 300 seats, located at 1527 S. Mesa St. in the San Pedro Senior High School attendance area

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

*Leland ES Addition:* a new Addition of approximately 100 seats, located at 2120 S. Leland St. in the San Pedro Senior High School attendance area

*South Region ES Addition K:* a new Addition of approximately 250 seats, located in or around the Banning Senior High School attendance area

*South Region ES J:* a new Elementary School of approximately 800 seats, located in or around the Gardena/Locke/Washington Senior High School attendance areas

*South Region Grades K-8 #1:* a new Kindergarten to 8th Grade School of approximately 1,278 seats, located in or around the Banning Senior High School attendance area

The projects listed above for Local District 8 may enable the District to return students to neighborhood schools and to continue the process of returning schools to traditional nine-month summer-free, or other 180-day calendars.

### **Districtwide Charter School Facilities**

Provide new seats through the acquisition, purchase, lease, construction, reconstruction, repair, rehabilitation, furnishing, and equipping of facilities for use as charter schools, and to furnish and equip charter-operated facilities, pursuant to a program to be adopted by the Governing Board governing the qualifications and selection of charter schools with regard to their capacity to assist in the relief of overcrowding on the District's most impacted campuses and the need to meet the District's responsibilities under Education Code Section 47614.

### **Districtwide Joint and Community Use Opportunities**

Provide new facilities opportunities through the acquisition, purchase, lease, construction, reconstruction, furnishing, and equipping of joint use facilities separate from and in conjunction with other construction and repair projects. These projects will enable the District to take advantage of opportunities to partner with other public and private entities for the joint and community use of facilities, including, potentially, the expansion of early childhood development, the creation or expansion of satellite academies on non-district campuses, the shared use of open space associated with school recreational facilities, expansion of joint school and community recreational facilities, the creation and expansion of adult education facilities in

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

partnership with private and public entities and the creation and expansion of opportunities to share the use of facilities like parks and libraries. Expenditure of these funds is subject to the same legal requirements as all other Bond funds.

### **Districtwide Early-Education and Adult-Education Facilities**

Provide, furnish, and equip new facilities, convert existing facilities, and reopen closed facilities to provide for early-education and adult-education programs by means of acquisition, purchase, lease, construction, and reconstruction.

### **Districtwide Facilities for Full-Day Kindergarten**

Provide additional classrooms and seats to enable the District to offer full-day kindergarten where and when possible.

### **Part 2 of the Bond Project List: Repair, Upgrade, and Modernization Projects**

Bond funds will further be used to repair and upgrade the District's existing facilities, as well as to furnish and equip the District's new and existing facilities pursuant to Strategic Execution Plans to be adopted by the Board consistent with and subject to this Bond Project List.

#### **Step 1: Site-Specific Repair, Upgrade, and Modernization Projects**

##### **Local District 1**

31st District PTA Health Center  
    Replace Fire Alarm System  
Addams Continuation High School  
    Replace Fire Alarm System  
Aggeler Opportunity High School  
    Replace Fire Alarm System  
Aviation Trades Branch Skill  
    Replace Fire Alarm System  
Balboa Boulevard Magnet  
    Various Interior Paint

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Bassett Street Elementary School  
Various Floor Cover

Beckford YMCA  
Replace Fire Alarm System

Blythe Street Elementary School  
Various Interior Paint

Burton Elementary School  
Replace Fire Alarm System

Capistrano Elementary School  
Various Roofing

Capistrano YMCA  
Replace Fire Alarm System

Chatsworth Elementary School  
Various Floor Cover

Chatsworth Senior High School  
Asbestos - Abatement - Attic/Crawl

Collier Elementary School  
Asbestos - Abatement - Attic/Crawl

Creative World Aviva Annex  
Replace Fire Alarm System

Darby Elementary School  
Replace Fire Alarm System

Dearborn Street YMCA  
Replace Fire Alarm System

Einstein Continuation High School  
Replace Fire Alarm System

El Camino Real Senior High  
Asbestos - Abatement - Attic/Crawl

Emelita Elementary School  
Asbestos - Abatement - Attic/Crawl

Garden Grove Avenue Elementary  
Various Electrical

Germain Street YMCA  
Replace Fire Alarm System

Gledhill Street Elementary School  
Various Plumbing

Hale Middle School  
Various Heating/Air Conditioning

Haynes Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Asbestos - Abatement - Attic/Crawl  
Holmes Middle School  
Replace Fire Alarm System  
Independence Continuation High School  
Replace Fire Alarm System  
Justice Elementary School  
Various Asphalt Paving  
Various Interior Walls  
Kennedy Senior High School  
Various Roofing  
Asbestos - Abatement - Attic/Crawl  
Lemay Early Education Center  
Replace Fire Alarm System  
Lokrantz School  
Replace Fire Alarm System  
Lorne Elementary School  
Asbestos - Abatement - Attic/Crawl  
Miller High School  
Various Concrete Paving  
Replace Fire Alarm System  
Mulholland Middle School  
Asbestos - Abatement - Attic/Crawl  
Plummer Elementary School  
Various Asphalt Paving  
Various Roofing  
Pomelo YMCA  
Replace Fire Alarm System  
Portola Middle School  
Various Heating/Air Conditioning  
Reseda Elementary School  
Replace Fire Alarm System  
Reseda Senior High School  
Asbestos - Abatement - Attic/Crawl  
Rinaldi Adult Center  
Replace Fire Alarm System  
Science Materials Center  
Replace Fire Alarm System  
Secondary Science Center  
Asbestos - Abatement - Attic/Crawl



## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Sherman Oaks Center for Enriched Studies  
Asbestos - Abatement - Attic/Crawl  
Special Education Horticultural Center  
Asbestos - Abatement - Attic/Crawl  
Stagg Street Elementary School  
Various Plumbing  
Superior Street YMCA  
Replace Fire Alarm System  
Taft Senior High School  
Various Roofing  
Various Asphalt Paving  
Tulsa Street Elementary School  
Various Floor Cover  
Valerio Head Start Early Education  
Replace Fire Alarm System  
Van Nuys Math Science Center Administration  
Replace Fire Alarm System  
West Valley Occupational (A) Regional Occupational Center  
Replace Fire Alarm System  
West Valley Occupational (B) Regional Occupational Center  
Replace Fire Alarm System  
Woodland Hills Elementary School  
Replace Fire Alarm System

### **Local District 2**

Arminta Elementary School  
Various Interior Walls  
Beachy Avenue Elementary School  
Asbestos - Abatement - Attic/Crawl  
Various Roofing  
Beachy Early Education Center  
Replace Fire Alarm System  
Brainard Avenue Kid Care Early Education Center  
Replace Fire Alarm System  
Brainard Elementary School  
Replace Fire Alarm System  
Broadous Elementary School  
Replace Fire Alarm System

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Broadous Early Education Center  
Replace Fire Alarm System

Byrd Middle School  
Various Interior Paint

Camellia Avenue Elementary School  
Various Electrical  
Various Plumbing

Canterbury Avenue Elementary  
Various Heating/Air Conditioning

Chandler Elementary School  
Various Interior Walls  
Various Heating/Air Conditioning

Coldwater Canyon Elementary  
Various Floor Cover  
Various Plumbing  
Various Interior Walls

Colfax Avenue Elementary School  
Various Roofing

Dixie Canyon Avenue Elementary  
Various Interior Walls

Dyer Elementary School  
Replace Fire Alarm System

El Dorado Avenue Elementary School  
Various Sheet Metal

Evergreen (Sylmar) Continuation  
Replace Fire Alarm System

Fenton Avenue School  
Asbestos - Abatement - Attic/Crawl

Fernangeles Elementary School  
Various Electrical

Glenwood Elementary School  
Various Interior Walls  
Asbestos - Abatement - Attic/Crawl  
Various Plumbing

Grant Senior High School  
Various Electrical  
Various Roofing  
Asbestos - Abatement - Attic/Crawl

Gridley Street Elementary School  
Various Exterior Walls

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Haddon Avenue Elementary School  
Various Interior Walls

Haddon Elementary School  
Replace Fire Alarm System

Harding Elementary School  
Asbestos - Abatement - Attic/Crawl

Herrick Elementary School  
Replace Fire Alarm System

Hubbard Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

Kittridge Street Elementary School  
Various Sheet Metal

Lowman Special Education Center  
Replace Fire Alarm System

MacLay Middle School  
Various Exterior Paint

Madison Middle School  
Various Heating/Air Conditioning  
Various Electrical

Millikan Middle School  
Various Classroom Lights  
Various Interior Walls

Mission Continuation High School  
Replace Fire Alarm System

Monlux Elementary School  
Various Roofing  
Various Interior Walls

Montague Street School  
Asbestos - Abatement - Attic/Crawl

Morningside Elementary School  
Various Sheet Metal

Mountain View Elementary School  
Various Floor Cover  
Various Concrete Paving

North Valley Occupational Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

North Hollywood Adult Learning Center  
Replace Fire Alarm System

## FULL TEXT OF BALLOT MEASURE Y (Continued)

North Hollywood Senior High  
Asbestos - Abatement - Attic/Crawl

North Hollywood High School/LA Zoo Biology Magnet  
Various Heating/Air Conditioning  
Replace Fire Alarm System

Olive Vista Middle School  
Replace Fire Alarm System

Osceola Elementary School  
Replace Fire Alarm System

Oxnard Elementary School  
Replace Fire Alarm System

Pacoima Elementary  
Asbestos - Abatement - Attic/Crawl

Pinewood Avenue Early Education Center  
Replace Fire Alarm System

Plainview Elementary School  
Replace Fire Alarm System

Polytechnic Senior High  
Various Interior Walls

Rio Vista Elementary School  
Replace Fire Alarm System

Riverside Drive Elementary School  
Various Roofing

Rogers Continuation High School  
Replace Fire Alarm System

Rogers Senior High  
Asbestos - Abatement - Attic/Crawl

Roscoe Elementary School  
Various Interior Walls  
Various Heating/Air Conditioning

San Fernando Early Education Center  
Replace Fire Alarm System

San Fernando Elementary School  
Replace Fire Alarm System

San Fernando Middle School  
Replace Fire Alarm System  
Various Interior Walls

San Fernando Senior High  
Various Heating/Air Conditioning

Saticoy Elementary School

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Replace Fire Alarm System  
Various Electrical  
Various Roofing  
Sharp Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Sherman Oaks Elementary School  
Various Interior Walls  
Strathern Elementary School  
Various Sheet Metal  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Sun Valley Bus Trans  
Replace Fire Alarm System  
Sun Valley Middle School  
Replace Fire Alarm System  
Sylmar Elementary School  
Various Sheet Metal  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Telfair Avenue Early Education Center  
Replace Fire Alarm System  
Toluca Lake Early Education Center  
Replace Fire Alarm System  
Toluca Lake School YMCA  
Replace Fire Alarm System  
Valerio Elementary School  
Asbestos - Abatement - Attic/Crawl  
Various Roofing  
Vinedale Elementary School  
Replace Fire Alarm System

### **Local District 3**

6th Avenue Early Education Center  
Asbestos - Abatement - Attic/Crawl  
54th Street Elementary School  
Asbestos - Abatement - Attic/Crawl  
59th Street Elementary School  
Replace Fire Alarm System

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Alta Loma Elementary School  
Asbestos - Abatement - Attic/Crawl

Angeles Mesa Elementary School  
Replace Fire Alarm System

Arlington Heights Elementary School  
Asbestos - Abatement - Attic/Crawl

Beethoven Early Education Center  
Asbestos - Abatement - Attic/Crawl

Braddock Drive Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

Bradley Environmental/Humanities Magnet  
Asbestos - Abatement - Attic/Crawl  
Asbestos - Abatement - Attic/Crawl

Brentwood Science Magnet  
Asbestos - Abatement - Attic/Crawl

Canfield Elementary School  
Asbestos - Abatement - Attic/Crawl

Cienega Elementary School  
Replace Fire Alarm System

Community Magnet  
Asbestos - Abatement - Attic/Crawl

Community Magnet Elementary School  
Replace Fire Alarm System

Cowan Elementary School  
Asbestos - Abatement - Attic/Crawl

Crescent Heights Early Education Center  
Replace Fire Alarm System

Crescent Heights Elementary School  
Replace Fire Alarm System

Dublin (Bradley) Magnet  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

Emerson Adult /Community Adult School  
Asbestos - Abatement - Attic/Crawl

Fairburn Elementary School  
Asbestos - Abatement - Attic/Crawl

Grand View Elementary School  
Asbestos - Abatement - Attic/Crawl

Hamilton Senior High School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Various Heating/Air Conditioning  
Asbestos - Abatement - Attic/Crawl  
Hyde Park Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Hyde Park Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Kentwood Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Los Angeles Center for Enriched Studies (LACES)  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Los Angeles Senior High  
Asbestos - Abatement - Attic/Crawl  
Marina Del Rey Middle School  
Asbestos - Abatement - Attic/Crawl  
Various Heating/Air Conditioning  
Marina Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Mark Twain Middle School  
Asbestos - Abatement - Attic/Crawl  
Marlton Special Education  
Replace Fire Alarm System  
Marquez Elementary School  
Various Floor Cover  
Mc Alister High School  
Replace Fire Alarm System  
McBride Elementary School  
Asbestos - Abatement - Attic/Crawl  
Mid-City Magnet  
Replace Fire Alarm System  
Mount Vernon Middle School  
Asbestos - Abatement - Attic/Crawl  
Owensmouth Opportunity High School  
Replace Fire Alarm System  
Phoenix Continuation High School  
Replace Fire Alarm System

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Playa Del Rey Elementary School

Asbestos - Abatement - Attic/Crawl

Saturn Street Elementary School

Replace Fire Alarm System

Asbestos - Abatement - Attic/Crawl

Shenandoah Early Education Center

Replace Fire Alarm System

Short Elementary School

Replace Fire Alarm System

Asbestos - Abatement - Attic/Crawl

Stoner Elementary School

Asbestos - Abatement - Attic/Crawl

Topanga Elementary School

Replace Fire Alarm System

University Senior High School

Asbestos - Abatement - Attic/Crawl

Venice Skills Center

Replace Fire Alarm System

Virginia Elementary School

Asbestos - Abatement - Attic/Crawl

Westchester Senior High

Asbestos - Abatement - Attic/Crawl

Westminster Early Education Center

Replace Fire Alarm System

Westport Heights Elementary School

Asbestos - Abatement - Attic/Crawl

Widney High School

Replace Fire Alarm System

Wilton Place Early Education Center

Replace Fire Alarm System

Young Continuation High School

Replace Fire Alarm System

### **Local District 4**

9th Street Elementary School

Replace Fire Alarm System

10th Street Elementary School

Various Interior Paint

Aldama Elementary School



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Replace Fire Alarm System  
Alexandria Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Alexandria Elementary School  
Various Plumbing  
Asbestos - Abatement - Attic/Crawl  
Allesandro Elementary School  
Various Heating/Air Conditioning  
Annandale School Elementary School  
Replace Fire Alarm System  
Aragon Elementary School  
Various Heating/Air Conditioning  
Arroyo Seco Adult School  
Various Asphalt Paving  
Various Sheet Metal  
Bancroft Middle School  
Various Electrical  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Various Interior Walls  
Various Heating/Air Conditioning  
Berendo Middle School  
Various Electrical  
Bushnell Way Elementary School  
Various Interior Paint  
Replace Fire Alarm System  
Cahuenga Elementary School  
Various Interior Paint  
Various Classroom Lights  
Carthay Center Elementary School  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Castelar Elementary School  
Asbestos - Abatement - Attic/Crawl  
Central High School  
Replace Fire Alarm System  
Cheremoya Avenue Elementary School  
Various Interior Paint  
Various Electrical  
Various Exterior Paint

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Cheremoya Elementary School  
Replace Fire Alarm System

Child Development Center Administration  
Replace Fire Alarm System

Dahlia Heights Elementary School  
Replace Fire Alarm System

Dayton Heights Early Education Center  
Replace Fire Alarm System

Delevan Drive Elementary School  
Various Electrical

Dorris Place Elementary School  
Replace Fire Alarm System

Downtown Business Magnet/KLCS Channel 58  
Replace Fire Alarm System

Eagle Rock Senior High  
Various Electrical  
Asbestos - Abatement - Attic/Crawl

Elysian Heights Elementary School  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Various Electrical

Fairfax Senior High School  
Various Heating/Air Conditioning

Franklin Senior High School  
Various Roofing

Friedman Occupational Center  
Asbestos - Abatement - Attic/Crawl

Garvanza Elementary School  
Replace Fire Alarm System

Glassell Park Elementary School  
Various Electrical

Glenfeliz Early Education Center  
Replace Fire Alarm System

Hancock Park Elementary School  
Various Exterior Paint  
Various Heating/Air Conditioning  
Various Interior Paint

Highland Park Continuation Senior High  
Various Roofing

Hoover Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Ivanhoe Elementary School  
Replace Fire Alarm System  
Laurel Early Education Center  
Replace Fire Alarm System  
Laurel Elementary School  
Replace Fire Alarm System  
Logan Elementary School  
Various Concrete Paving  
Los Angelitos Early Education Center  
Replace Fire Alarm System  
Los Feliz Elementary School  
Asbestos - Abatement - Attic/Crawl  
Various Interior Paint  
Metropolitan Skill Center  
Replace Fire Alarm System  
Micheltorena Elementary School  
Asbestos - Abatement - Attic/Crawl  
Mid-City Community Adult School  
Replace Fire Alarm System  
Mt. Washington Elementary School  
Replace Fire Alarm System  
Ramona Elementary School  
Various Heating/Air Conditioning  
Rosemont Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Rosewood Elementary School  
Asbestos - Abatement - Attic/Crawl  
San Pascual Elementary School  
Replace Fire Alarm System  
Various Electrical  
Santa Monica Elementary School  
Replace Fire Alarm System  
Student Guidance Center  
Replace Fire Alarm System  
Transportation Region D Center  
Replace Fire Alarm System  
Union Elementary School

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Asbestos - Abatement - Attic/Crawl  
Valley View Elementary School  
Asbestos - Abatement - Attic/Crawl  
Van Ness Elementary School  
Asbestos - Abatement - Attic/Crawl  
Vine Elementary School  
Asbestos - Abatement - Attic/Crawl  
Vine Street Early Education Center  
Replace Fire Alarm System  
West Hollywood Elementary School  
Various Interior Paint  
Replace Fire Alarm System  
West Hollywood Community Day School  
Replace Fire Alarm System  
Whitehouse Place Elementary School  
Replace Fire Alarm System  
Whitman Continuation High School  
Replace Fire Alarm System  
Wonderland Elementary School  
Replace Fire Alarm System  
Yorkdale Elementary School  
Various Electrical

### **Local District 5**

1st Street Elementary School  
Replace Fire Alarm System  
2nd Street Elementary School  
Replace Fire Alarm System  
28th Street Early Education Center  
Replace Fire Alarm System  
28th Street Elementary School  
Asbestos - Abatement - Attic/Crawl  
Adams Middle School  
Various Heating/Air Conditioning  
Albion Early Education Center  
Replace Fire Alarm System  
Albion Elementary School  
Replace Fire Alarm System  
Ann Street Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Replace Fire Alarm System  
Arco Iris Primary Center  
Various Heating/Air Conditioning  
Belvedere Early Education Center  
Replace Fire Alarm System  
Belvedere Middle School  
Various Floor Cover  
Bridge Elementary School  
Replace Fire Alarm System  
Brooklyn Early Education Center  
Replace Fire Alarm System  
Dacotah Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
East Los Angeles Regional Occupational Center  
Replace Fire Alarm System  
Eastman Avenue Early Education  
Replace Fire Alarm System  
Eastman Elementary School  
Replace Fire Alarm System  
El Sereno Early Education Center  
Replace Fire Alarm System  
Evergreen Elementary School  
Replace Fire Alarm System  
Garfield Senior High School  
Various Heating/Air Conditioning  
Gates Early Education Center  
Replace Fire Alarm System  
Glen Alta Elementary School  
Replace Fire Alarm System  
Griffin Elementary School  
Replace Fire Alarm System  
Griffith Middle School  
Various Heating/Air Conditioning  
Hamasaki Early Education Center  
Replace Fire Alarm System  
Hamasaki Elementary School  
Replace Fire Alarm System  
Hillcrest Drive Elementary School  
Replace Fire Alarm System

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Hillside Elementary School  
Replace Fire Alarm System

Humphreys Avenue Elementary School  
Various Heating/Air Conditioning

Humphreys Elementary School  
Replace Fire Alarm System

Huntington Drive Elementary School  
Various Floor Cover

Latona Elementary School  
Replace Fire Alarm System

Marianna Elementary School  
Replace Fire Alarm System

Monterey (Garfield) Continuation High School  
Replace Fire Alarm System

Nevin Avenue Elementary School  
Various Heating/Air Conditioning

Nightingale Middle School  
Replace Fire Alarm System

Perez Special Education Center  
Asbestos - Abatement - Attic/Crawl

Pueblo De L.A. (Lincoln) Continuation High School  
Replace Fire Alarm System

Ramona Community Day School  
Replace Fire Alarm System

Ramona High School  
Asbestos - Abatement - Attic/Crawl

Roberti, David Early Education Center  
Replace Fire Alarm System

Roosevelt Senior High School  
Asbestos - Abatement - Attic/Crawl

San Pedro Street Elementary School  
Various Heating/Air Conditioning

Sheridan Elementary School  
Asbestos - Abatement - Attic/Crawl

Sierra Vista Elementary School  
Replace Fire Alarm System

Solano Elementary School  
Replace Fire Alarm System

Soto Elementary School  
Asbestos - Abatement - Attic/Crawl

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Soto Street Early Education Center  
Replace Fire Alarm System  
Stevenson Middle School  
Replace Fire Alarm System  
Trinity Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Trinity Elementary School  
Asbestos - Abatement - Attic/Crawl  
Utah Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Wadsworth Early Education Center  
Asbestos - Abatement - Attic/Crawl

### Local District 6

Bell Senior High  
Various Heating/Air Conditioning  
Corona Avenue Elementary School  
Various Plumbing  
Holmes Avenue Early Education Center  
Replace Fire Alarm System  
Huntington Park Senior High School  
Various Heating/Air Conditioning  
Various Plumbing  
Lillian Elementary School  
Various Electrical  
Various Floor Cover  
Various Heating/Air Conditioning  
Loma Vista Elementary School  
Replace Fire Alarm System  
Middleton Elementary School  
Various Heating/Air Conditioning  
Various Plumbing  
Various Floor Cover  
Various Interior Walls  
Miles Avenue Elementary School  
Various Floor Cover  
Various Heating/Air Conditioning

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Various Plumbing  
Various Electrical  
Montara Avenue Elementary School  
Replace Fire Alarm System  
Pacific Boulevard Special Education Center  
Various Exterior Walls  
Various Floor Cover  
Various Interior Walls  
Various Electrical  
Replace Fire Alarm System  
Park Avenue Elementary School  
Replace Fire Alarm System  
South Gate Middle School  
Replace Fire Alarm System  
South Gate Senior High  
Various Exterior Walls  
Various Interior Walls  
Various Heating/Air Conditioning  
State Elementary School  
Various Interior Walls  
Various Plumbing  
Various Heating/Air Conditioning  
Various Floor Cover  
Various Electrical  
Tweedy Elementary School  
Replace Fire Alarm System  
Vernon City Elementary School  
Various Electrical  
Various Exterior Paint  
Various Exterior Walls  
Various Floor Cover  
Replace Fire Alarm System  
Walnut Park Elementary School  
Various Floor Cover  
Woodlawn Elementary School  
Replace Fire Alarm System

### Local District 7

36th Street Early Education Center



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Replace Fire Alarm System  
37th Street Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
52nd Street Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
52nd Street Elementary School  
Replace Fire Alarm System  
61st Street Elementary School  
Replace Fire Alarm System  
Various Floor Cover  
66th Street Early Education Center  
Replace Fire Alarm System  
Various Interior Paint  
75th Street Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Various Floor Cover  
96th Street Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
97th Street Early Education Center  
Replace Fire Alarm System  
99th Street Elementary School  
Asbestos - Abatement - Attic/Crawl  
102nd Street Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
102nd Street/Griffith Elementary  
Replace Fire Alarm System  
109th Street Elementary School  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
112th Street Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
112th Street Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

## FULL TEXT OF BALLOT MEASURE Y (Continued)

116th Street Elementary School  
Replace Fire Alarm System

118th Street Elementary School  
Replace Fire Alarm System

Barrett Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

Bethune Middle School  
Various Exterior Paint

Bright Street (formerly 36th Street) Elementary School  
Replace Fire Alarm System

Compton Early Education Center  
Replace Fire Alarm System

Compton Elementary School  
Replace Fire Alarm System

Edison Middle School  
Various Heating/Air Conditioning  
Various Asphalt Paving  
Various Asbestos

Figueroa Elementary School  
Replace Fire Alarm System  
Various Interior Walls

Foshay Learning Center  
Various Floor Cover

Fremont Senior High  
Various Concrete Paving  
Various Sheet Metal

Graham Early Education Center  
Replace Fire Alarm System

Hope (Fremont) Continuation High School  
Replace Fire Alarm System

Jordan-Locke Community Adult School  
Replace Fire Alarm System

Lanterman Special Education School  
Replace Fire Alarm System

Locke Infant Center  
Replace Fire Alarm System

Locke Senior High School  
Various Asphalt Paving

Manchester Elementary School

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Asbestos - Abatement - Attic/Crawl  
Manual Arts Senior High School  
Asbestos - Abatement - Attic/Crawl  
Martin Luther King Jr. Elementary School  
Asbestos - Abatement - Attic/Crawl  
Maxine Waters Alternative Education Work Center (AEWC)  
Replace Fire Alarm System  
Mc Kinley Elementary School  
Asbestos - Abatement - Attic/Crawl  
Menlo Avenue Elementary School  
Various Floor Cover  
Miller Elementary School  
Various Interior Paint  
Miramonte Early Education Center  
Replace Fire Alarm System  
Muir Middle School  
Various Floor Cover  
Various Interior Walls  
Replace Fire Alarm System  
Normandie Early Education Center  
Asbestos - Abatement - Attic/Crawl  
Parmelee Avenue Elementary School  
Various Concrete Paving  
Ritter Elementary School  
Asbestos - Abatement - Attic/Crawl  
Russell Elementary School  
Asbestos - Abatement - Attic/Crawl  
South Park Elementary School  
Various Heating/Air Conditioning  
Various Concrete Paving  
Weemes Elementary School  
Asbestos - Abatement - Attic/Crawl  
Weigand Elementary School  
Replace Fire Alarm System

### **Local District 8**

7th Street Elementary School  
Replace Fire Alarm System  
15th Street Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
95th Street Elementary School  
Various Exterior Walls  
Replace Fire Alarm System  
95th Street Early Education Center  
Replace Fire Alarm System  
186th Street Elementary School  
Replace Fire Alarm System  
Ambler Elementary School  
Replace Fire Alarm System  
Angels Gate (Fort MacArthur) Continuation High School  
Replace Fire Alarm System  
Avalon Gardens Elementary School  
Asbestos - Abatement - Attic/Crawl  
Bandini Elementary School  
Replace Fire Alarm System  
Banning Senior High School  
Replace Fire Alarm System  
Various Plumbing  
Barton Hill Elementary School  
Asbestos - Abatement - Attic/Crawl  
Bret Harte Preparatory Middle School  
Various Heating/Air Conditioning  
Various Plumbing  
Various Electrical  
Various Interior Walls  
Various Sheet Metal  
Broad Avenue Elementary School  
Asbestos - Abatement - Attic/Crawl  
Broadacres Elementary School  
Replace Fire Alarm System  
Cabrillo Avenue Elementary School  
Replace Fire Alarm System  
Cabrillo Avenue Early Education Center  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Carson Elementary School  
Asbestos - Abatement - Attic/Crawl  
Century Park Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Various Roofing  
Asbestos - Abatement - Attic/Crawl  
Clay Middle School  
Various Plumbing  
Cooper Senior High School  
Replace Fire Alarm System  
Del Amo Elementary School  
Replace Fire Alarm System  
Dolores Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Dolores Street Early Education Center  
Replace Fire Alarm System  
Dominguez Elementary School  
Asbestos - Abatement - Attic/Crawl  
Eagle Tree (Carson) Continuation High School  
Replace Fire Alarm System  
Eshelman Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Fries Elementary School  
Asbestos - Abatement - Attic/Crawl  
Gardena Bus Garage  
Replace Fire Alarm System  
Gardena Elementary School  
Asbestos - Abatement - Attic/Crawl  
Harbor Regional Occupational Center  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Hawaiian Avenue Elementary School  
Replace Fire Alarm System  
Hawaiian Avenue Early Education Center  
Replace Fire Alarm System  
La Salle Avenue Elementary School  
Various Floor Cover  
Manhattan Place Elementary School  
Various Heating/Air Conditioning  
Moneta (Gardena) Continuation High School  
Replace Fire Alarm System  
Normandie Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Replace Fire Alarm System  
Normandie Early Education Center  
Replace Fire Alarm System  
Normont Elementary School  
Replace Fire Alarm System  
Normont Early Education Center  
Replace Fire Alarm System  
Park Western Elementary School  
Replace Fire Alarm System  
Various Heating/Air Conditioning  
Park Western Early Education Center  
Replace Fire Alarm System  
Peary Middle School  
Various Heating/Air Conditioning  
Point Fermin Elementary School  
Replace Fire Alarm System  
President Elementary School  
Replace Fire Alarm System  
Taper Elementary School  
Replace Fire Alarm System  
Asbestos - Abatement - Attic/Crawl  
Towne Elementary School  
Replace Fire Alarm System  
Van Deene Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System  
Washington Preparatory Senior High School  
Asbestos - Abatement - Attic/Crawl  
Various Concrete Paving  
Various Roofing  
Various Electrical  
Various Exterior Walls  
Various Heating/Air Conditioning  
Various Plumbing  
Various Interior Walls  
West Athens Elementary School  
Various Floor Cover  
White Point Elementary School  
Asbestos - Abatement - Attic/Crawl  
Replace Fire Alarm System

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Willenberg Special Education Center

Replace Fire Alarm System

Wilmington Park Elementary School

Asbestos - Abatement - Attic/Crawl

Woodcrest Elementary School

Various Heating/Air Conditioning

### **Step 2:**

#### **Specific Repair, Upgrade, and Modernization Projects to Be Undertaken at Hundreds of Campuses Districtwide**

The District will undertake hundreds of projects at neighborhood schools as detailed below. Not every project will be undertaken at every campus, and some campuses may not undergo any of the repairs, upgrades, or modernization projects listed here. Each category of project will be carried out at schools found to have the greatest need, as determined by the Strategic Execution Plan adopted by the Board consistent with and subject to this Bond Project List.

#### **Safety, emergency, fire-prevention, and security projects:**

- Emergency-communications upgrades in approximately 3,500 classrooms to give them immediate access to emergency response (911) system.
- Emergency communications system upgrades, including purchase and modernization of a central computer dispatch system and communications workstations for the central 911 system.
- Communications upgrades to provide 911 access and network and voice communications to classrooms and other areas of Early Childhood Education Centers.
- Installation, repair, and upgrades to fire alarm, fire-suppression, and other fire/life safety systems and equipment and other fire/life safety projects.
- Installation of security alarms, security systems and other intrusion/security system projects.
- Networking, voice communications, and security-measure installations and upgrades at Skills Centers, Occupational Centers, Opportunity Schools, and Learning Centers.

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

### **Lead and asbestos abatement and other code-compliance projects:**

- Lead and asbestos abatement in classrooms, hallways, cafeterias, gymnasiums, auditoriums, libraries, offices, and other school buildings and grounds.
- Retrofitting of schools and classrooms to meet earthquake-safety standards.
- Upgrading, repairing, and installing handicap-accessible bathroom fixtures, doors, ramps, sinks, fountains, elevators, and lifts and other access-compliance projects.
- Repairs and improvements designed to achieve compliance with state and local building codes.

### **Computer and communications projects:**

- Installation of, and upgrades to, information-technology infrastructure including equipment, software, cabling, and other resources.
- Installation of, and upgrades to, infrastructure and equipment necessary to provide internet and intranet access for students and teachers, including upgrading equipment to modern standards, and extension and upgrading of cabling and other technological and electrical infrastructure.
- Installation of, and upgrades to, public-address systems, emergency radio communications systems, and other communications facilities.
- Installation of, and upgrades to, telecommunications and video-teleconferencing facilities and systems, including repair of, and upgrades to, telephone cabling.
- Hardware and software for information-technology applications.

### **Classroom repair and expansion projects:**

- Expansions of classrooms and repairs and upgrades to existing Early Education Centers (including providing new capacity) to serve children in early childhood education and



## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

expansion of opportunities for special needs students in those centers.

- Providing and upgrading science laboratories.
- Reopening closed schools for use as school facilities.

### **Library upgrading projects:**

- Improvements to and equipping of libraries and media centers with inventory control and security equipment.

### **Temporary-classroom replacement and upgrade projects:**

- Replacement of temporary portable-classrooms.
- Structural upgrades of portable classrooms, and other projects to replace or structurally upgrade projects where replacement is uneconomical, impractical, or infeasible.
- Relocation of portable classrooms.

### **School-building and grounds repair, remodeling, and renovation projects:**

- Upgrades and repairs to plumbing, lighting, and electrical systems.
- Upgrades and repairs to heating, ventilation, and air conditioning systems.
- Installation, upgrading, and repair of phones and telecommunication systems, communications lines, and other utility/communications upgrade projects.
- Interior repair, remodeling, painting and renovations.
- Paving, striping, and equipping athletic fields, playgrounds, play equipment, fencing, and other site-improvement projects.
- Repair and replacement of building systems such as flooring, windows, and roofing.

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

- Repair and replacement of playground equipment.
- Classroom remodeling and other modernizations and renovations.
- Exterior repair, painting, remodeling and renovations.
- Repair and replacement of lockers.
- Structural and architectural modifications and renovations to convert large schools into smaller learning communities.

### **School bus replacement program:**

- Replace old school busses with new busses equipped with advanced pollution-control equipment and with lap and shoulder seat belts for student protection.

### **Core-facilities projects:**

- Additions of, and upgrades to, cafeterias, restrooms, auditoriums, gymnasiums, libraries, lunch shelters, playgrounds, multi-purpose rooms, administrative spaces, parking, and other non-classroom core-facilities projects.

Each of the foregoing projects will be carried out at some or all of the District's schools and associated facilities, including but not limited to the following schools:

### **Local District 1**

Academy Canoga Park  
Addams Continuation High School  
Aggeler Opportunity High School  
Anatola Elementary School  
Andasol Elementary School  
Aviation Trade Branch  
Balboa Gifted/High Ability Magnet  
Bassett Elementary School  
Beckford Elementary School  
Bertrand Elementary School  
Birmingham Senior High School  
Birmingham Senior High Journalism Magnet

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Blythe Elementary School  
Burton Elementary School  
Calabash Elementary School  
Calahan Elementary School  
Calvert Elementary School  
Canoga Park Early Education Center  
Canoga Park Elementary School  
Canoga Park High School Environmental/Agriculture Magnet  
Canoga Park Senior High School  
Cantara Elementary School  
Capistrano Elementary School  
Castlebay Lane Elementary School  
Chase Elementary School  
Chatsworth Elementary School  
Chatsworth Senior High School  
Chime Elementary School  
Cleveland Early Education Center  
Cleveland High School Humanities Magnet  
Cleveland Senior High School  
Cohasset Elementary School  
Collins Elementary School  
Columbus Middle School  
Columbus Middle School Math/Science/Medical Magnet  
Danube Elementary School  
Darby Elementary School  
Dearborn Elementary School  
Devonshire Elementary School  
East Valley Area New Middle School # 2  
East Valley New Continuation High School #1  
East Valley Area New High School #3  
Einstein Continuation High School  
El Camino Real Adult  
El Camino Real Senior High School  
El Oro Elementary School  
Elam Early Education Center  
Emelita Elementary School  
Enadia Way Elementary School  
Encino Elementary School  
Frost Middle School  
Frost Middle School Computer/Math/Science Magnet

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Fullbright Elementary School  
Garden Grove Elementary School  
Gault Elementary School  
Germain Elementary School  
Gledhill Early Education Center  
Gledhill Elementary School  
Gledhill Math/Science Magnet  
Granada Elementary School  
Granada Hills Charter High School/Magnet  
Grey Continuation High School  
Hale Middle School  
Hamlin Elementary School  
Hart Elementary School  
Hart Health Center  
Haskell Elementary School  
Haskell Math/Science Magnet  
Haynes Elementary School  
Henry Computer/Math/Science Technology Magnet  
Henry Middle School  
Hesby Elementary School  
High Tech High School  
Highlander Road Elementary School  
Holmes Middle School  
Hughes Middle School  
Independence Continuation High School  
Joan Elam Early Education Center  
John R. Wooden Continuation High School  
Justice Elementary School  
Kennedy Architecture/Urban Planning Magnet  
Kennedy Senior High School  
Kennedy-San Fernando Community Adult School  
Kirk Douglas Continuation High School  
Knollwood Elementary School  
Lanai Elementary School  
Langdon Elementary School  
Lassen Elementary School  
Lawrence Highly Gifted/High Ability Magnet  
Lawrence Middle School  
Leichman High School Special Education Center  
Lemay Early Education Center

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Lemay Elementary School  
Leonis Continuation High School  
Liggett Elementary School  
Limerick Elementary School  
Lockhurst Elementary School  
Lokrantz Special Education Center  
Lorne Elementary School  
Lorne Math/Science Magnet  
Lull Special Education Center  
Mayall Elementary School  
Melvin Elementary School  
Miller High School  
Monroe Law & Government Center Magnet  
Monroe New Elementary School # 2  
Monroe Police Academy Magnet  
Monroe Senior High School  
Mulholland Middle School  
Multicultural Learning Center  
Napa Elementary School  
Nestle Elementary School  
Nevada Elementary School  
Newcastle Elementary School  
Nobel Middle School  
Noble Early Education Center  
Noble Elementary School  
Noble Middle School Math/Science Technology Magnet  
Noble New Elementary School # 1  
Northridge Early Education Center  
Northridge Middle School  
Oso Elementary School  
Owensmouth Continuation High School  
Parkman Middle School  
Parthenia Street Elementary School  
Platt Ranch Elementary School  
Plummer Elementary School  
Pomelo Elementary School  
Porter Middle School  
Porter Middle School Gifted/High Ability Center  
Portola Highly Gifted Magnet  
Portola Middle School

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Primary Academy for Success School  
Ranchito Elementary School  
Reseda Community Adult School  
Reseda Elementary School  
Reseda High School Police Academy Magnet  
Reseda Senior High School  
Reseda Senior High Environmental Physical Sciences Magnet  
San Jose Elementary School  
Sepulveda Gifted/High Ability Center  
Sepulveda Middle School  
Serrania Elementary School  
Sherman Oaks Center for Enriched Studies  
Shirley Elementary School  
Stagg Elementary School  
Stoney Point Continuation High School  
Sunny Brae Elementary School  
Superior Elementary School  
Sutter Middle School  
Taft Senior High School  
Tarzana Elementary School  
Thoreau Continuation High School  
Topeka Drive Elementary School  
Tulsa Elementary School  
Valley Alternative Magnet  
Valley Community Charter  
Valley New High School # 1  
Van Gogh Elementary School  
Vanalden Early Education Center  
Vanalden Elementary School  
Vintage Math/Science Magnet  
Welby Elementary School  
Welby Way Gifted High Ability Center  
West Valley Occupational Center  
West Valley Special Education Center  
Wilbur Elementary School  
Winnetka Elementary School  
Woodlake Elementary School  
Woodland Hills Elementary School

### **Local District 2**

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Apperson Elementary School  
Arminta Early Education Center  
Arminta Elementary School  
Beachy Elementary School  
Brainard Elementary School  
Broadous Early Education Center  
Broadous Math/Science Magnet  
Burbank Elementary School  
Burbank State Preschool  
Byrd Middle School  
Byrd Middle School Math/Science Magnet  
Camellia Elementary School  
Canterbury Elementary School  
Carlson Hospital Home School  
Carpenter Elementary School  
Chandler Elementary School  
Clear Creek Education Center  
Coldwater Canyon Elementary School  
Colfax Elementary School  
Columbus Avenue Elementary School  
Dixie Canyon Elementary School  
Dyer Elementary School  
Earhart Continuation High School  
El Dorado Elementary School  
Erwin Elementary School  
Evergreen Continuation High School  
Fair Early Education Center  
Fair Elementary School  
Fenton Elementary School  
Fernangeles Elementary School  
Francis Polytechnic Senior High School  
Glenwood Elementary School  
Grant Early Education Center School  
Grant Senior High School  
Grant Senior High Communications Magnet  
Gridley Elementary School  
Haddon Early Education Center  
Haddon Elementary School  
Harding Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Hazeltine Elementary School  
Herrick Elementary School  
Hillery T. Broadous Elementary  
Hubbard Elementary School  
Hubbard Street Early Education Center  
Kester Elementary School  
Kester Gifted Magnet  
Kindergarten Learning Academy  
Kittridge Elementary School  
Lankershim Elementary School  
Lewis Continuation High School  
London Continuation High School  
Lowman Special Education Center  
Maclay Gluck Early Education Center  
Maclay Middle School  
Maclay New Primary Center  
Madison Middle School  
Madison Middle School Medical Magnet  
Maxwell Gluck Early Education Center School  
Millikan Middle School  
Millikan Middle School Performing Arts Magnet  
Mission Continuation High School  
Monlux Elementary School  
Monlux Math/Science Magnet  
Montague Charter Academy  
Morningside Elementary School  
Mount Gleason Middle School  
Mount Lukens Continuation High School  
Mountain View Elementary School  
North Hollywood Community Adult School  
North Hollywood New Elementary School # 3  
North Hollywood New Primary Center # 4  
North Hollywood Senior High School  
North Hollywood Senior High Highly Gifted Magnet  
North Hollywood Senior High Zoo/Biology Magnet  
North Valley Occupational Center  
Olive Vista Middle School  
O'Melveny Elementary School  
Osceola Elementary School  
Oxnard Elementary School



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Pacoima Early Education Center  
Pacoima Elementary School  
Pacoima Middle School  
Pacoima Middle School Computer/Science/Math Magnet  
Pacoima Middle School TV/Theater/Fine Arts Magnet  
Pinewood Early Education Center  
Pinewood Elementary School  
Plainview Elementary School  
Polytechnic Senior High Math/Science Magnet  
Reed Middle School  
Rio Vista Elementary School  
Riverside Elementary School  
Robert Fulton College Preparatory School  
Rogers Continuation High School  
Roscoe Elementary School  
San Fernando Early Education Center  
San Fernando Elementary School  
San Fernando Middle School  
San Fernando Senior High School  
San Fernando Senior High Math/Science Magnet  
Sara Coughlin Elementary School  
Saticoy Elementary School  
Sharp Elementary School  
Sherman Oaks Elementary School  
Stonehurst Elementary School  
Strathern Elementary School  
Sun Valley Middle School  
Sunland Elementary School  
Sylmar Elementary School  
Sylmar Senior High School  
Sylmar Senior High Math/Science Magnet  
Sylvan Park Early Education Center  
Sylvan Park Elementary School  
Telfair Early Education Center  
Telfair Elementary School  
Toluca Lake Early Education Center  
Toluca Lake Elementary School  
Valerio Elementary School  
Valerio New Primary Center  
Van Nuys Community Adult School

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Van Nuys Elementary School  
Van Nuys Middle School  
Van Nuys Middle School Math/Science Magnet  
Van Nuys Performing Arts Magnet  
Van Nuys Senior High School  
Van Nuys Senior High Medical Career Magnet  
Vaughn Early Education Center  
Vaughn Next Century Learning Center  
Vena Elementary School  
Verdugo Hills Senior High School  
Victory Elementary School  
Vinedale Elementary School

### **Local District 3**

6th Avenue Early Education Center  
6th Avenue Elementary School  
3rd Street Elementary School  
24th Street Early Education Center  
24th Street Elementary School  
42nd Street Elementary School  
54th Street Elementary School  
59th Street Elementary School  
74th Street Elementary School  
74th Street Gifted Magnet  
98th Street Elementary School  
Alta Loma Elementary School  
Angeles Mesa Elementary School  
Arlington Heights Elementary School  
Audubon Middle School  
Baldwin Hills Elementary School  
Beethoven Early Education Center  
Beethoven Elementary School  
Braddock Elementary School  
Brentwood Science Magnet  
Broadway Elementary School  
Brockton Elementary School  
Burroughs Middle School  
Canfield Elementary School  
Canyon Elementary School  
Castle Heights Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Charnock Elementary School  
Cheviot Hills Continuation High School  
Cienega Elementary School  
City of Angels – Crenshaw Branch  
City of Angels – Venice Branch  
Clover Elementary School  
Coeur D'Alene Elementary School  
Coliseum Elementary School  
Community Magnet School  
Cowan Elementary School  
Crenshaw Senior High School  
Crenshaw Senior High Highly Gifted Magnet  
Crenshaw Teacher Training Academy Magnet  
Crenshaw-Washington Community Adult School  
Crescent Heights Early Education Center  
Crescent Heights Elementary School Language Arts/Social Justice Magnet  
Del Rey Continuation High School  
Dorsey Senior High School  
Dorsey Senior High Math/Science Magnet  
Emerson Middle School  
Fairburn Elementary School  
Grand View Elementary School  
Hamilton Senior High School  
Hillcrest Elementary School  
Hobart Early Education Center  
Hobart Elementary School  
Hyde Park Early Education Center  
Hyde Park Elementary School  
Indian Springs Continuation High School  
Kenter Canyon Elementary School  
Kentwood Early Education Center  
Kentwood Elementary School  
Los Angeles Center for Enriched Studies  
Los Angeles Elementary School  
Los Angeles New Primary Center # 5  
Los Angeles Senior High School  
Los Angeles Senior High Math/Science Magnet  
Loyola Village Elementary School  
Loyola Village Performing Arts Magnet  
Mann Middle School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Mar Vista Elementary School  
Marina Del Rey Middle School  
Marina Early Education Center  
Mark Twain Middle School  
Marlton Special Education Center  
Marquez Elementary School  
Marvin Early Education Center  
Marvin Elementary School  
McBride Special Education Center  
Mid-City Magnet  
Mount Vernon Middle School  
Open Charter Magnet School  
Overland Elementary School  
Pacific Palisades Elementary School  
Palisades Charter Senior High School  
Palisades Senior High Math/Science Magnet  
Palms Elementary School  
Palms Middle School  
Palms Middle School Gifted/High Achiever Magnet  
Paseo Del Rey Natural Science Magnet  
Phoenix Continuation High School  
Pio Pico School  
Playa Del Rey Elementary School  
Queen Anne Early Education Center  
Queen Anne Elementary School  
Revere Middle School  
Richland Elementary School  
Roscomare Elementary School  
Saturn Elementary School  
Shenandoah Early Education Center  
Shenandoah Elementary School  
Short Elementary School  
Sterry Early Education Center  
Sterry Elementary School  
Stoner Elementary School  
Temescal Canyon Continuation High School  
Thomas Bradley Environmental Science & Humanities Charter Magnet  
Topanga Elementary School  
University Senior High School  
Venice Adult Skill Center

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Venice Community Adult-Skill Center-University Community Adult School  
Venice Health Center  
Venice Senior High School  
Venice Senior High Foreign Language Magnet  
Venice Skills Center  
View Park Continuation High School  
Virginia Elementary School  
Walgrove Elementary School  
Warner Elementary School  
Webster Middle School  
Westchester Senior High School  
Westchester Senior High Aerospace Math/Science Magnet  
Westchester-Emerson Community Adult School  
Western Elementary School  
Westminster Computer Science/Math Magnet  
Westminster Early Education Center  
Westminster Elementary School  
Westport Heights Elementary School  
Westside Leadership Magnet  
Westwood Elementary School  
Widney High School  
Wilshire Crest Elementary School  
Wilton Place Early Education Center  
Wilton Place Elementary School  
Windsor Math/Science/Aerospace Magnet  
Wright Middle School  
Young Continuation High School

### **Local District 4**

9th Street Elementary School  
10th Street Elementary School  
Aldama Elementary School  
Alexandria Early Education Center  
Alexandria Elementary School  
Alexandria New Elementary School # 1  
Allesandro Cooperative Learning Magnet  
Allesandro Early Education Center  
Allesandro Elementary School  
Annandale Elementary School  
Aragon Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Arroyo Seco Museum Science Magnet  
Atwater Elementary School  
Bancroft Middle School  
Bancroft Middle School Performing Arts Magnet  
Bellevue Primary Center  
Bellevue Primary School  
Belmont Hollywood Elementary School # 1  
Belmont New Primary Center # 11  
Belmont Senior High School  
Berendo Middle School  
Berkeley Early Education Center  
Bill Cruz Early Education Center  
Blend Special Education School  
Buchanan Elementary School  
Buchanan Elementary Math/Science Magnet  
Burbank Middle School  
Bushnell Elementary School  
Cahuenga Elementary School  
Carthay Center Elementary School  
Castelar Early Education Center  
Castelar Elementary School  
Central Adult Senior High School  
Central Continuation High School  
Cheremoya Elementary School  
City of Angels – San Julian Branch  
Clifford Elementary School  
Commonwealth Elementary School  
Dahlia Heights Elementary School  
Dayton Early Education Center  
Dayton Heights Early Education Center  
Dayton Heights Elementary School  
Downtown Business Magnet/Electronic Information Magnet  
Delevan Elementary School  
Dorris Place Elementary School  
Downtown Business High School  
Eagle Rock Elementary School  
Eagle Rock High School Highly Gifted Magnet  
Eagle Rock Senior High School  
Eagles Academy - Hollywood  
Elysian Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Esperanza Elementary School  
Evans Community Adult School  
Fairfax High School Visual Arts Magnet  
Fairfax Senior High School  
Fashion Careers Magnet  
Fletcher Elementary School  
Franklin Elementary School  
Franklin Senior High School  
Franklin Senior High Math/Science Magnet  
Friedman Occupational Center  
Gardner Elementary School  
Garvanza Elementary School  
Glassell Park Elementary School  
Glenfeliz Early Education Center  
Glenfeliz Elementary School  
Grant Early Education Center  
Grant Elementary School  
Gratts Elementary School  
Hancock Park Elementary School  
Highland Park Continuation High School  
Hollywood Community Adult School  
Hollywood Senior High School  
Hoover Elementary School  
Irving Middle School  
Ivanhoe Elementary School  
King Middle School  
Lafayette Park Primary School  
Laurel Early Education Center  
Laurel Elementary School  
Le Conte Middle School  
Le Conte Middle School International Humanities Magnet  
Lockwood Elementary School  
Logan Early Education Center  
Logan Elementary School  
Los Angelitos Early Education Center  
Los Feliz Elementary School  
MacArthur Park Primary Center  
Magnolia Elementary School  
Marshall Senior High School  
Mayberry Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Mc Alister High School  
Melrose Elementary School  
Meridian Early Education Center  
Micheltorena Elementary School  
Midcity Adult Basic Education Center  
Monte Vista Early Education Center  
Monte Vista Elementary School  
Mount Washington Elementary School  
Newmark Continuation High  
Plasencia Elementary School  
Politi Elementary School  
Ramona Elementary School  
Ramona New Elementary School  
Richard Riordan New Primary Center  
Rockdale Elementary School  
Rosemont Early Education Center  
Rosemont Elementary School  
Rosewood Early Education Center  
Rosewood Elementary School  
San Pascual Elementary School  
Santa Monica Community Charter School  
Santa Monica New Primary Center  
Selma Elementary School  
Senior High Options Opportunity Unit  
Toland Way Early Education Center  
Toland Way Elementary School  
Union Elementary School  
Valley View Elementary School  
Van Ness Elementary School  
Vine Early Education Center  
Vine Elementary School  
Virgil Middle School  
West Hollywood Elementary School  
West Hollywood Opportunity Center  
White House Place Primary Center  
Whitman Continuation High School  
Wonderland Elementary School  
Wonderland Gifted Magnet  
Yorkdale Elementary School



## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Local District 5

1st Street Elementary School  
2nd Street Elementary School  
4th Street Elementary School  
20th Street Elementary School  
28th Street Early Education Center  
28th Street Elementary School  
49th Street Elementary School  
Accelerated Charter School  
Adams Middle School  
Adams Middle School Highly Gifted Magnet  
Albion Early Education Center  
Albion Elementary School  
Ann Elementary School  
Arco Iris Primary Center  
Ascot Elementary School  
Belvedere Bilingual/Multicultural Magnet  
Belvedere Early Education Center  
Belvedere Elementary School  
Belvedere Middle School  
Belvedere Middle School Latin Music Magnet  
Boyle Heights Continuation High School  
Breed Elementary School  
Bridge Elementary School  
Bridge Street Early Education Center  
Brooklyn Early Education Center  
Brooklyn Elementary School  
BSD-ADM Off-Soto St  
Carver Middle School  
City of Angels – Hammel Branch  
City Terrace Elementary School  
Dacotah Early Education Center  
Dena Elementary School  
Dena New Primary Center  
East Los Angeles Adult Skill Center  
East Los Angeles Occupational Center  
East Los Angeles Science Center  
Eastman Early Education Center  
Eastman Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Eastside Early Education Center  
El Sereno Early Education Center  
El Sereno Elementary School  
El Sereno Middle School  
Euclid Elementary School  
Evergreen Early Education Center  
Evergreen Elementary School  
Farmdale Elementary School  
Ford Elementary School  
Francisco Bravo Medical Magnet  
Garfield Community Adult School Children's Center  
Garfield Community Adult School  
Garfield Senior High School  
Garfield Senior High Computer Science/Math Magnet  
Gates Early Education Center  
Gates Elementary School  
Glen Alta Elementary School  
Griffin Elementary School  
Griffith Middle School  
Griffith Middle School Cal Tech Math/Science Magnet  
Hamasaki Elementary School  
Hamasaki State Preschool  
Hammel Early Education Center  
Hammel Elementary School  
Harrison Elementary School  
Hillside Elementary School  
Hollenbeck Middle School  
Hooper Early Education Center  
Hooper Elementary School  
Hooper New Primary Center  
Humphreys Elementary School  
Humphreys Math/Science Magnet  
Huntington Drive Elementary School  
Jardin De Ninos Early Education Center  
Jefferson New Continuation High School #1  
Jefferson New Elementary School # 1  
Jefferson New Elementary School # 2  
Jefferson New Elementary School # 7  
Jefferson New Primary Center # 6  
Jefferson Senior High School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Johnson Community Day School  
Johnson Opportunity High School  
Kennedy Elementary School  
Latona Elementary School  
Lincoln Senior High School  
Lorena Elementary School  
Loreto Elementary School  
Los Angeles Academy Middle School  
Main Street Elementary School  
Malabar Elementary School  
Marianna Elementary School  
Metropolitan Continuation High School  
Monterey Continuation High School  
Multnomah Elementary School  
Murchison Early Education Center  
Murchison Elementary School  
Nevin Elementary School  
Nightingale Middle School  
Orthopedic Hospital High School  
Perez Special Education Center  
Pueblo De Los Angeles Continuation High School  
Ramona Infant  
Ramona Opportunity High School  
Robert Hill Lane Elementary  
Roberti Early Education Center  
Roosevelt Infant  
Roosevelt Senior High School  
Roosevelt Senior High Math/Science Magnet  
Rowan Elementary School  
Rowan New Primary Center  
San Pedro Elementary School  
Sheridan Elementary School  
Sierra Park Elementary School  
Sierra Vista Elementary School  
Solano Elementary School  
Soto Early Education Center  
Soto Elementary School  
South Los Angeles Area New High School # 1  
Stevenson Middle School  
Stevenson Middle School Gifted/High Achiever Magnet

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Sunrise Elementary School  
Trinity Early Education Center  
Trinity Elementary School  
Utah Elementary School  
Wadsworth Early Education Center  
Wadsworth Elementary School  
West Vernon Elementary School  
Wilson New Elementary School # 1  
Wilson Senior High School  
Wilson Senior High Administrative Justice Magnet  
Wilson-Lincoln Community Adult School

### **Local District 6**

Bell New Primary Center # 3  
Bell Elementary School # 3 Middle School Addition  
Bell New Elementary School # 3  
Bell Senior High School  
Belmont New Elementary School # 6  
Belmont New Primary Center # 12  
Bryson Elementary School  
Cahuenga New Elementary School # 1  
Corona Elementary School  
Corona New Primary Center  
Elizabeth Learning Center  
Fishburn Elementary School  
Florence Elementary School  
Gage Middle School  
Heliotrope Elementary School  
Holmes Early Education Center  
Holmes Elementary School  
Huntington Park Community Adult School  
Huntington Park New Elementary School # 3  
Huntington Park New Elementary School # 7  
Huntington Park Senior High  
Independence Elementary School  
Liberty Elementary School  
Lillian Elementary School  
Loma Vista Elementary School  
Marshall New Primary Center # 1

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Maywood New Elementary # 5  
Middleton Elementary School  
Middleton New Primary Center  
Miles Early Education Center  
Miles Elementary School  
Miles Math/Science Magnet  
Montara Elementary School  
Nimitz Middle School  
Nueva Vista Elementary  
Nueva Vista Elementary School Performing/Visual Arts Magnet  
Odyssey Continuation High School  
Pacific Boulevard Special Education Center  
Park Avenue Elementary School  
Ramma New Elementary School  
San Antonio Continuation High  
San Antonio Elementary School  
San Antonio Math/Science Magnet  
San Gabriel Elementary School  
San Miguel Elementary School  
San Miguel Math/Science Magnet  
Santa Monica New Primary Center  
South Gate Middle School  
South Gate New Elementary School # 6  
South Gate New Elementary School # 7  
South Gate Senior High School  
Southeast Area New Continuation High School  
Southeast Area New Learning Center  
Southeast Area New High School # 2  
Southeast Area New Middle School # 3  
Stanford Elementary School  
Stanford New Primary Center  
State Early Education Center  
State Elementary School  
State New Elementary School # 1  
Teresa P. Hughes Elementary School/Magnet  
Tweedy Elementary School  
Vernon City Elementary School  
Victoria Elementary School  
Walnut Park Elementary School  
Woodlawn Elementary School

## FULL TEXT OF BALLOT MEASURE Y (Continued)

### Local District 7

32nd Street USC Performing Arts Magnet  
36th Street Early Education Center  
37th Street Early Education Center  
52nd Street Early Education Center  
52nd Street Elementary School  
61st Street Elementary School  
66th Street Early Education Center  
66th Street Elementary School  
68th Street Elementary School  
75th Street Early Education Center  
75th Street Elementary School  
92nd Street Elementary School  
93rd Street Elementary School  
96th Street Elementary School  
97th Street Early Education Center  
99th Street Elementary School  
102nd Street Early Education Center  
107th Street Elementary School  
109th Street Elementary School  
112th Street Early Education Center  
112th Street Elementary School  
116th Street Elementary School  
118th Street Elementary School  
122nd Street Elementary School  
Barrett Elementary School  
Bethune Middle School  
Bradley Early Education Center  
Bright Elementary School  
Budlong Elementary School  
Compton Early Education Center  
Compton Elementary School  
Drew Middle School  
Edison Middle School  
Figueroa Elementary School  
Florence Griffith Joyner Elementary  
Flornoy Elementary School  
Foshay Learning Center

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Fremont Community Adult School  
Fremont New Primary Center # 2  
Fremont Senior High School  
Gompers Middle School  
Graham Early Education Center  
Graham Elementary School  
Grape Elementary School  
Hope Continuation High School  
Jordan Senior High School  
Jordan-Locke Community Adult School  
King Elementary School  
King-Drew Medical Magnet  
Lanternman High School  
LAUSD/USC High School Math/Science Magnet  
Locke Early Education Center  
Locke Infant Center  
Locke Senior High School  
Manchester Elementary School  
Manual Arts Community Adult School  
Manual Arts New Elementary School # 1  
Manual Arts New Elementary School # 3  
Manual Arts Senior High School  
Manual Arts Senior High College Preparatory Magnet  
Markham Middle School  
Maxine Waters Employment Center  
Mc Kinley Elementary School  
Menlo Elementary School  
Mikes Early Education Center  
Miller Elementary School  
Miramonte Early Education Center  
Miramonte Elementary School  
Muir Middle School  
Muir Middle School Math/Science Magnet  
Normandie Early Education Center  
Normandie Elementary School  
Norwood Early Education Center  
Norwood Elementary School  
Parks/Huerta Primary Center  
Parmelee Elementary School  
Riley High School – Cyesis Branch

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

Riley High School – Compton Branch  
Ritter Elementary School  
Rodia Continuation High School  
Russell Elementary School  
S/C CIS Per/Hlth-New  
Salvin Special Education Center  
South Park Elementary School  
Truth Continuation High School  
Vermont Elementary School  
Washington Early Education Center  
Washington New Primary Center # 1  
Waters Early Education Center  
Weemes Elementary School  
Weigand Elementary School  
Youth Opportunities Unlimited

### **Local District 8**

7th Street Elementary School  
15th Street Elementary School  
95th Street Early Education Center  
95th Street Elementary School  
135th Street Elementary School  
153rd Street Elementary School  
156th Street Elementary School  
186th Street Elementary School  
232nd Place Elementary School  
Ambler Elementary School  
Amestoy Elementary School  
Amestoy Trilingual/Multicultural Magnet  
Angels Gate Continuation High School  
Annalee Elementary School  
Avalon Continuation High School  
Avalon Gardens Elementary School  
Avalon Gardens State Preschool  
Bandini Elementary School  
Banneker Special Education Center  
Banning Senior High School  
Barton Hill Elementary School  
Bonita Elementary School



## FULL TEXT OF BALLOT MEASURE Y (Continued)

Broad Avenue Elementary School  
Broadacres Elementary School  
Cabrillo Early Education Center  
Cabrillo Elementary School  
Carnegie Middle School  
Caroldale Learning Community  
Carson Elementary School  
Carson Senior High School  
Catskill Elementary School  
Century Park Elementary School  
Chapman Elementary School  
Cimarron Elementary School  
Clay Middle School  
Cooper Community Day School  
Crestwood Elementary School  
Curtiss Middle School  
Curtiss Middle School Math/Science Magnet  
Dana Middle School  
Del Amo Elementary School  
Denker Elementary School  
Dodson Middle School  
Dolores Early Education Center  
Dolores Elementary School  
Dominguez Elementary School  
Eagle Tree Continuation High School  
Ellington Continuation High School  
Eshelman Elementary School  
Fleming Middle School  
Fries Elementary School  
Gardena Elementary School  
Gardena Foreign Language Magnet  
Gardena Health Center  
Gardena High School Early Education Center  
Gardena Senior High School  
Gardena-Carson Community Adult School  
Gulf Elementary School  
Halldale Elementary School  
Harbor City Elementary School  
Harbor Community Adult School  
Harbor Math/Science Gifted Magnet

## FULL TEXT OF BALLOT MEASURE Y (Continued)

Harbor Occupational Center  
Harbor Teacher Preparation Academy  
Harte Middle School  
Hawaiian Early Education Center  
Hawaiian Elementary School  
La Salle Elementary School  
Leapwood Elementary School  
Leland Elementary School  
Lomita Math/Science Magnet  
Manhattan Elementary School  
Meyler Elementary School  
Middle College High School  
Moneta Continuation High School  
Narbonne Senior High School  
Normont Early Education Center  
Normont Elementary School  
Park Western Early Education Center  
Park Western Elementary School  
Patton Continuation High School  
Peary Middle School  
Peary Middle School Math/Science Magnet  
Point Fermin Elementary School  
President Elementary School  
Purche Elementary School  
Raymond Elementary School  
San Pedro Community Adult School Early Education Center  
San Pedro Health Center  
San Pedro Science Center  
San Pedro Senior High School  
San Pedro Senior High Marine Science Magnet  
San Pedro/Wilmington Adult Skill Center (Fort Mac Arthur)  
San Pedro/Wilmington Early Education Center  
Sellery Special Education Center  
South Shores/Cal State University Dominguez Hills Magnet  
Taper Elementary School  
Towne Elementary School  
Van Deene Elementary School  
Washington Preparatory Senior High School  
Washington Senior High Community Arts Magnet  
Washington Senior High Math/Science Magnet

## **FULL TEXT OF BALLOT MEASURE Y (Continued)**

West Athens Elementary School  
White Middle School  
White Point Elementary School  
Willenberg Special Education Center  
Wilmington Elementary School  
Wilmington Middle School  
Wilmington Park Early Education Center  
Woodcrest Elementary School

## EXHIBIT B

### FORM OF CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the Los Angeles Unified School District (the "District") and acknowledged and agreed to by Digital Assurance Certification, L.L.C., as dissemination agent, in connection with the issuance of \$ \_\_\_\_\_ aggregate principal amount of "Los Angeles Unified School District General Obligation Bonds, Election of 2005, Series \_\_ (200\_\_)" (the "Bonds"). The Bonds are being issued pursuant to a resolution (the "Resolution") adopted by the Board of Supervisors of the County of Los Angeles, California (the "County") on \_\_\_\_\_, 2007, at the request of the Board of Education of the District by its resolution adopted on \_\_\_\_\_, 2007. The District covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate This Disclosure Certificate is being executed and delivered by the District and the Dissemination Agent for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriters in complying with Securities and Exchange Commission Rule 15c2-12(b)(5).

Section 2. Definitions In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the District pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to depose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Dissemination Agent" shall mean Digital Assurance Certification, L.L.C., or any successor Dissemination Agent designated in writing by the District and which has filed with the District a written acceptance of such designation.

"Holder" shall mean either the registered owners of the Bonds, or if the Bonds are registered in the name of The Depository Trust Company or another recognized depository, any applicable participant in such depository system.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"National Repository" or "NRMSIRs" shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. The NRMSIRs are identified on the SEC website at <http://www.sec.gov/consumer/nrmsir.htm>.

"Participating Underwriters" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

"Repository" shall mean each National Repository and each State Repository.

"Rule" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State Repository" shall mean any public or private repository or entity designated by the State of California as the state repository for the purpose of the Rule and recognized as such by the Securities and Exchange Commission. As of the date of this Certificate, there is no State Repository.

Section 3. Provision of Annual Reports.

(a) The District shall, or shall cause the Dissemination Agent to, not later than 240 days after the end of the District's fiscal year (currently ending June 30), commencing with the report for the 2005-2006 Fiscal Year (which is due not later than February 25, 2007), provide to each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided, that the audited financial statements of the District may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the District's fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(c).

(b) Not later than thirty (30) days prior to the date on which the Annual Report is to be provided pursuant to subsection (a), the Dissemination Agent shall give notice to the District that the Annual Report is so required to be filed in accordance with the terms of this Disclosure Certificate. Not later than fifteen (15) Business Days prior to the date specified in subsection (a) for providing the Annual Report to the Repositories, the District shall provide the Annual Report to the Dissemination Agent (if other than the District). If by said date, the Dissemination Agent has not received a copy of the Annual Report, the Dissemination Agent shall notify the District of such failure to receive the Annual Report.

(c) If the District is unable to provide to the Repositories an Annual Report by the date required in subsection (a), the Dissemination Agent shall send a notice to each Repository in substantially the form attached hereto as Exhibit A.

(d) The Dissemination Agent shall:

(i) determine each year prior to the date for providing the Annual Report the name and address of each National Repository and each State Repository, if any; and

(ii) file a report with the District certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided and listing all the Repositories to which it was provided or that the Annual Report has not been provided to each National Repository or the State Repository, if any, as required by this Disclosure Certificate.

Section 4. Content of Annual Reports. The District's Annual Report shall contain or include by reference the following:

- Audited financial statements of the District for the preceding fiscal year, prepared in accordance with the laws of the State of California and including all statements and information prescribed for inclusion therein by the Controller of the State of California. If the District's audited financial statements are not available by the time the Annual Report is required to be filed pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be filed in the same manner as the Annual Report when they become available.

To the extent not included in the audited financial statement of the District, the Annual Report shall also include the following:

- Adopted budget of the District for the current fiscal year.
- District average daily attendance.
- District outstanding debt.
- Information regarding total assessed valuation of taxable properties within the District, if and to the extent provided to the District by the County.
- Information regarding total secured tax charges and delinquencies on taxable properties within the District, if and to the extent provided to the District by the County.

Any or all of the items listed above may be included by specific reference to other documents, including official statements of debt issues of the District or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document included by reference is a final official statement, it must be available from the Municipal Securities Rulemaking Board. The District shall clearly identify each such other document so included by reference.

Section 5.      Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the District shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, if material:

1. principal and interest payment delinquencies.
2. non-payment related defaults.
3. modifications to rights of Holders.
4. optional, contingent or unscheduled bond calls.
5. defeasances.
6. rating changes.
7. adverse tax opinions or events affecting the tax-exempt status of the Bonds.
8. unscheduled draws on the debt service reserves reflecting financial difficulties.
9. unscheduled draws on the credit enhancements reflecting financial difficulties.
10. substitution of the credit or liquidity providers or their failure to perform.
11. release, substitution or sale of property securing repayment of the Bonds.

The District notes that items 8, 9, 10 and 11 are not applicable to the Bonds.

(b) Whenever the District obtains knowledge of the occurrence of a Listed Event, the District shall as soon as possible determine if such event would be material under applicable federal securities laws.

(c) If the District determines that knowledge of the occurrence of a Listed Event would be material under applicable federal securities laws, the District shall promptly notify the Dissemination Agent in writing. Such notice shall instruct the Dissemination Agent to report the occurrence pursuant to subsection (d).

(d) If the Dissemination Agent has been instructed by the District to report the occurrence of a Listed Event, the Dissemination Agent shall file a notice of such occurrence with each National Repository or with the Municipal Securities Rulemaking Board, and with the State Repository. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(4) and (5) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Bonds pursuant to the Resolution.

Section 6. CUSIP Numbers. Whenever providing information to the Dissemination Agent, including but not limited to Annual Reports, documents incorporated by reference to the Annual Reports, Audited Financial Statements and notices of Listed Events, the District shall indicate the full name of the Bonds and the 9-digit CUSIP numbers for the Bonds as to which the provided information relates.

Section 7. Termination of Reporting Obligation. The District's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the District shall give notice of such termination in the same manner as for a Listed Event under Section 5(c).

Section 8. Dissemination Agent. The District may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be Digital Assurance Certification, L.L.C. If at any time there is no designated Dissemination Agent appointed by the District, or if the Dissemination Agent so appointed is unwilling or unable to perform the duties of the Dissemination Agent hereunder, the District shall be the Dissemination Agent and undertake or assume its obligations hereunder. The Dissemination Agent (other than the District) shall not be responsible in any manner for the content of any notice or report required to be delivered by the District pursuant to this Disclosure Certificate.

Section 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the District may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Sections 3(a), 4, or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted; and

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the District shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the District. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(c), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 10. Additional Information Nothing in this Disclosure Certificate shall be deemed to prevent the District from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the District chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the District shall have no obligation under this Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 11. Default In the event of a failure of the District to comply with any provision of this Disclosure Certificate, the Dissemination Agent may (and, at the request of any Participating Underwriter or the Holders or Beneficial Owners of at least 25% of aggregate principal amount of the Certificates then outstanding, shall) or any Holders or Beneficial Owners of the Bonds may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the District to comply with its obligations under this Disclosure Certificate; provided that any such action may be instituted only in the Superior Court of the State of California in and for the County of Los Angeles or in the U.S. District Court in the County of Los Angeles. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Resolution, and the sole remedy under this Disclosure Certificate in the event of any failure of the District to comply with this Disclosure Certificate shall be an action to compel performance.

Section 12. Duties, Immunities and Liabilities of Dissemination Agent The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the District agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's gross negligence or willful misconduct. The obligations of the District under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.



Section 13. Beneficiaries This Disclosure Certificate shall inure solely to the benefit of the District, the Dissemination Agent, the Participating Underwriters and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity.

Dated: \_\_\_\_\_, 2007

LOS ANGELES UNIFIED SCHOOL DISTRICT

By: \_\_\_\_\_  
Charles A. Burbridge  
Chief Financial Officer

DIGITAL ASSURANCE CERTIFICATION, L.L.C. as  
Dissemination Agent

By: \_\_\_\_\_  
Dissemination Agent

**EXHIBIT A**

**FORM OF NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT**

Name of District: Los Angeles Unified School District

Name of Bond Issue: Los Angeles Unified School District General Obligation Bonds,  
Election of 2005, Series \_\_ (200\_)

Date of Issuance: \_\_\_\_\_, 2007

NOTICE IS HEREBY GIVEN that the District has not provided an Annual Report with respect to the above-named Bonds as required by Section 4 of the Continuing Disclosure Certificate of the District, dated \_\_\_\_\_. [The District anticipates that the Annual Report will be filed by \_\_\_\_\_.]

Dated: \_\_\_\_\_

DIGITAL ASSURANCE CERTIFICATION, L.L.C. as  
Dissemination Agent

By: \_\_\_\_\_  
Dissemination Agent

## EXECUTIVE OFFICER'S CERTIFICATE

I, Jefferson Crain, Executive Officer of the Board of Education of the Los Angeles Unified School District, County of Los Angeles, California, hereby certify as follows:

The attached is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Education of said District duly and regularly held at the regular meeting place thereof on January 9, 2007, at which meeting all of the members of said Board of Education had due notice and at which a quorum thereof was present; and at said meeting said resolution was adopted by the following vote:

AYES: 7

NOES: 0

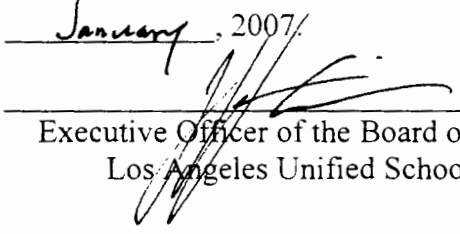
ABSTAIN: 0

ABSENT: 0

An agenda of said meeting was posted at least 72 hours before said meeting at 333 South Beaudry Avenue, Los Angeles, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda. A copy of said agenda is attached hereto.

I have carefully compared the same with the adopted resolution on file and of record in my office. Said resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this 10 day of January, 2007.

  
\_\_\_\_\_  
Executive Officer of the Board of Education of  
Los Angeles Unified School District

## Los Angeles Unified School District

## General Obligation Bonds

Election of 2002 (Measure K), Series B (2007)

Election of 2005 (Measure Y), Series E (2007)

## ESTIMATED COSTS OF ISSUANCE (FINAL COSTS TO BE SUMMARIZED AFTER BOND SALE)

	\$600,000,000	Portion of Cost Item Allocated to:		
		Measure K \$400,000,000 PAR AMOUNT (ESTIMATED)	Measure Y \$200,000,000 PAR AMOUNT (ESTIMATED)	COMMENTS
Items included in "Costs of Issuance" category within Uses of Funds that represent fixed costs:				
BOND COUNSEL: Hawkins Delafield and Wood LLP - Fee and Disbursements	\$ 55,000.00	\$ 36,666.67	\$ 18,333.33	Fee quote provided to Teresa by Arto Becker
DISCLOSURE AND TAX COUNSEL: Sidley Austin LLP - Fee and Disbursements	80,000.00	\$ 53,333.33	\$ 26,666.67	Fee quote provided to Teresa by Neil Kaplan
PAYING AGENT: TBD - Upfront, first annual administrative and COI disbursement fees	2,000.00	1,000.00	1,000.00	Estimated based on last transaction, fee proposals have been solicited
OVERLAPPING DEBT STATEMENT FOR POS/OS: California Municipal Statistics - fee for compilation of report	525.00	350.00	175.00	Estimated
S & P: Rating agency fee	45,000.00	30,000.00	15,000.00	Quote provided by S&P
MOODY'S: Rating agency fee	51,000.00	34,000.00	17,000.00	Quote provided by David Sisco of Moody's
LAUSD RESOURCES	175,000.00	116,666.67	58,333.33	Based on time allocated to bond program work by Finance, Board, Legal, Budget and Risk Management
REIMBURSEMENT FOR MEASURE K ELECTION COSTS	885,000.00	885,000.00	-	Teresa is researching final election costs paid to City and bond election ballot preparation costs
PRINTING AND MAILING OF POS/OS: Printer (TBD)	6,000.00	4,000.00	2,000.00	Estimated, fee proposals have been solicited
DISSEMINATION AGENT: Digital Assurance Certification (DAC) - Fees for set up of new issue on DAC's website	2,500.00	1,666.67	833.33	Reflects DAC's actual fee for each new issue
FINANCIAL ADVISORY FEE: Tamalpais Advisors, Inc - Kelling Northcross & Nobriga	30,000.00	20,000.00	10,000.00	Based on Work Order #3 under Master Contract
FINANCIAL ADVISORY FEE: Tamalpais Advisors, Inc - Kelling Northcross & Nobriga	55,000.00	36,666.67	18,333.33	Based on Work Order #7 under Master Contract
FINANCIAL ADVISOR'S DISBURSEMENTS: Tamalpais Advisors, Inc. - KNN	7,000.00	4,666.67	2,333.33	Based on Work Order under Master Contract
FINANCIAL ADVISOR'S ADVANCES	11,500.00	7,666.67	3,833.33	Based on Work Order under Master Contract
MISCELLANEOUS		-	-	Cushion to be determined
ROUNDING		-	-	Will be included when pricing/final number runs are completed
Grand Total COI	\$ 1,405,525.00	\$ 1,231,683.33	\$ 173,841.67	
Items within Uses of Funds that represent variable costs:				
BOND INSURANCE	\$ 1,600,536.90	\$ 1,067,024.60	\$ 533,512.30	Estimated, depends on bond insurer quotes and final market rates at time of pricing
UNDERWRITING FEES AND EXPENSES	888,000.00	592,000.00	296,000.00	Estimated, depends on final sizing of bonds
Grand Total Underwriting and Insurance	\$ 2,488,536.90	\$ 1,659,024.60	\$ 829,512.30	
Grand Total, All Costs	\$ 3,894,061.90	\$ 2,890,707.93	\$ 1,003,353.97	

\*Underwriters will obtain and pay for DTC eligibility, CUSIP, Dalenet, TBMA, MSRB, PSA, and CDIC charges.